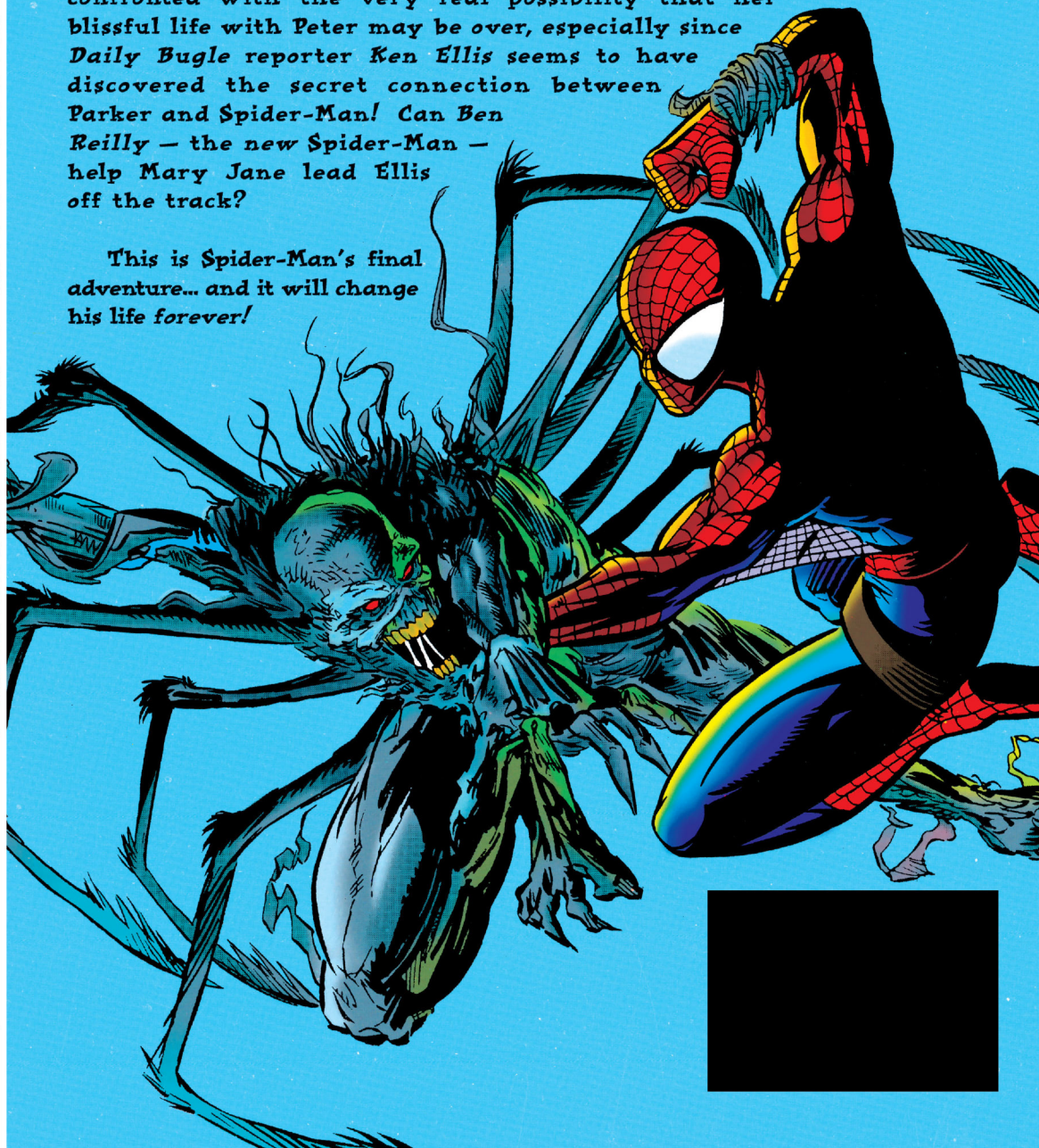


Peter Parker. River Vercys. Paul Contoni. Three very different individuals now brought together because of their common origin: all were irradiated by the same device — an “isotope genome accelerator” developed by GARID Laboratories.

But Vercys has become *Tendril*, a super-powered, psychotic killer on the loose. Parker has come out of retirement and resumed his role as the amazing Spider-Man — at great cost to his personal life — to hunt him down. And Contoni is now *Dryrot*, a tragic, misshapen recluse who can bring an end to this crisis... and his own suffering. But will he agree to help, after all that he has endured?

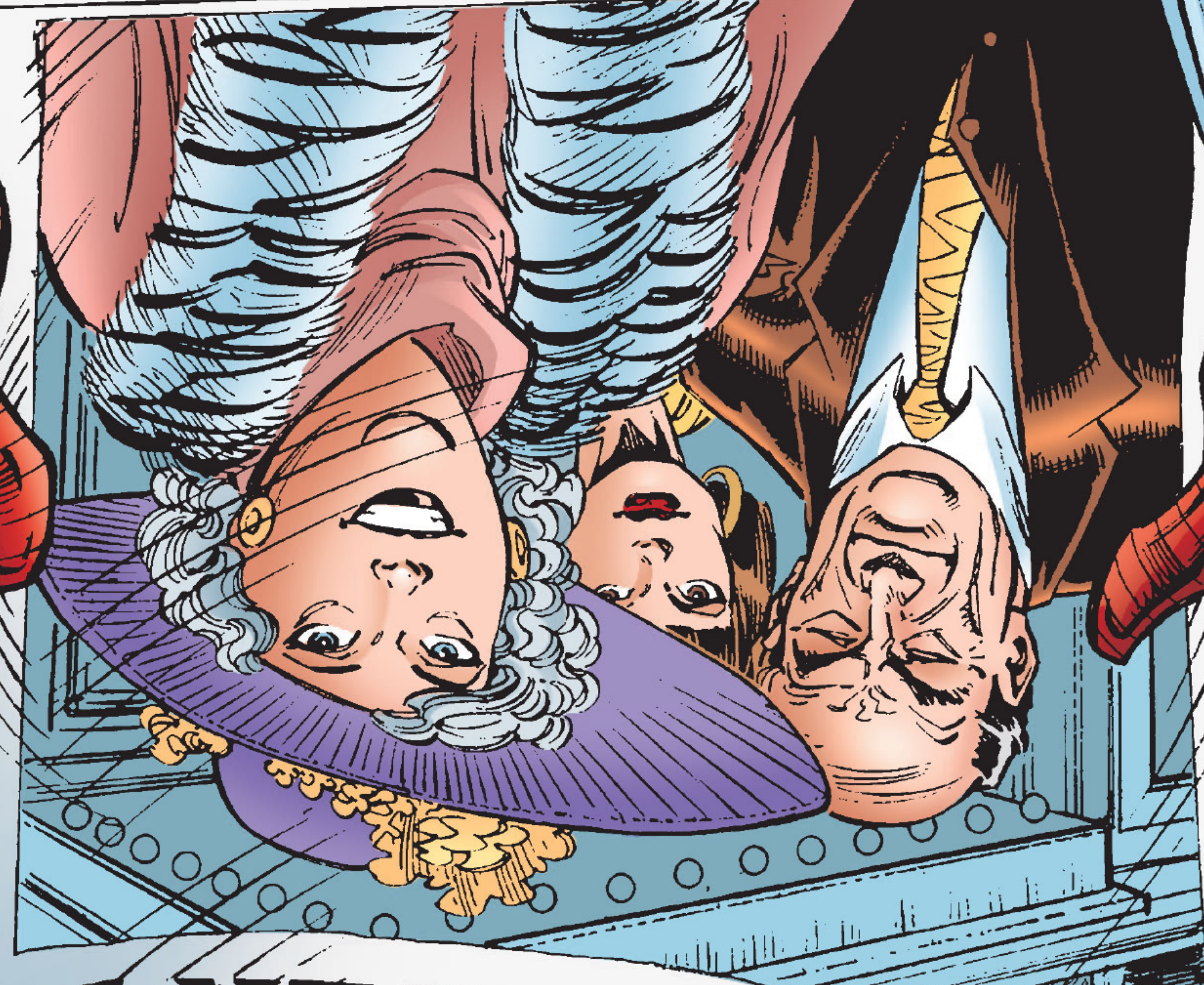
Meanwhile, in New York, Mary Jane Watson-Parker finds herself confronted with the very real possibility that her blissful life with Peter may be over, especially since *Daily Bugle* reporter Ken Ellis seems to have discovered the secret connection between Parker and Spider-Man! Can Ben Reilly — the new Spider-Man — help Mary Jane lead Ellis off the track?

This is Spider-Man's final adventure... and it will change his life forever!



DAILY BUGLE

HIGH SOCIETY MURDER!



BIG-BUCK BENEFACTRESS SLAIN IN POSH TOWNHOUSE

by Ken Ellis

Socialite, Andrea Havershaw was found murdered in her 87th Street Manhattan brownstone yesterday morning. Police sources in the Coroner's office have unofficially listed the cause of death as multiple stab wounds. They estimate Havershaw had been dead since approximately midnight on Saturday. Her body was discovered by the housekeeper, Mirka Yafsa, at Eight Thirty-Five A.M. Monday morning.

Andrea Havershaw was Sixty-Seven years old and had become a fixture in the Manhattan arts scene, having much of her time and fortune to Art Galleries and theater productions across the New York City area. Havershaw is survived by a son, Jason, Twenty-Three, who lived in the townhouse with his mother, but was at the time of her death.

Local residents claim to have heard nothing, although an unnamed source in the 44th Precinct investigating the case has told the Daily Bugle that security surveillance cameras did record footage of a possible suspect. The suspect has not been confirmed, but sources claim it was a silver-haired female.

I'VE LEARNED OVER THE
LAST FEW YEARS, THAT LIFE
TENDS TO ALWAYS COME
AROUND FULL-CIRCLE.

SO EVEN IF
YOU WANT
TO--

--THERE'S NO
WAY TO AVOID
YOUR PAST.

STAN LEE PRESENTS THE
ALL-NEW, ALL-DIFFERENT,
SAME AS IT EVER WAS,
FRIENDLY NEIGHBORHOOD--

SPIDER-MAN

THE SKULL JACKETS

FABIAN NICIEZA
WRITER
DAVE HOOVER
PENCILER
JOE RUBINSTEIN
INKER
KEN LOPEZ
LETTERER
TOM SMITH
COLORIST
MALIBU
COMPUTER COLOR SEPARATIONS
ERIC FEIN
THE WORD JACKET
BOB BUDIANSKY
THE WEB JACKET

WHO YOU ARE, WHERE
YOU'VE BEEN AND WHAT
YOU'VE DONE...

...ARE ALWAYS
GOING TO CATCH
UP TO YOU, ONE
WAY OR ANOTHER!

MY NAME IS
BEN REILLY. I'M
SPIDER-MAN
AGAIN.

FOR FIVE
YEARS, I
WASN'T.

DURING THOSE LOST YEARS,
I SPENT SOME TIME IN VERMONT,
WORKING AS A LAB ASSISTANT TO
RENOWNED GENETICIST SEWARD
TRAINER.

TO MAKE SOME EXTRA
MONEY AND SOCIALIZE
WITH SOMETHING MORE
PERSONABLE THAN
TEST TUBES--

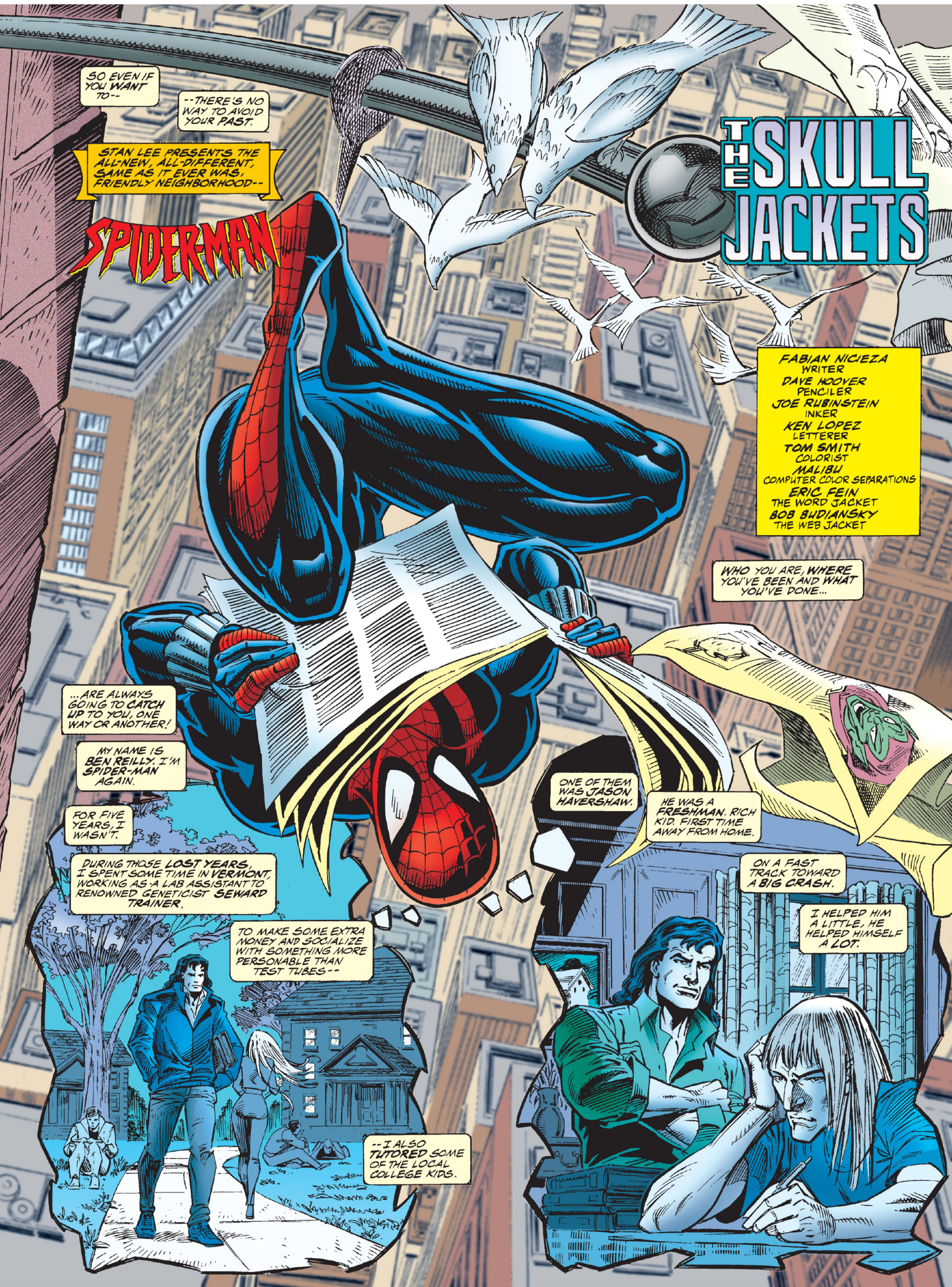
--I ALSO
TUTORED SOME
OF THE LOCAL
COLLEGE KIDS.

ONE OF THEM
WAS JASON
HAVERSHAW.

HE WAS A
FRESHMAN. RICH
KID. FIRST TIME
AWAY FROM HOME.

ON A FAST
TRACK TOWARD
A BIG CRASH.

I HELPED HIM
A LITTLE, HE
HELPED HIMSELF
A LOT.



A comic book page featuring Spider-Man in a flashback sequence. The top half shows a family scene with a woman, a man, and a young girl. The bottom half shows Spider-Man in his red and blue suit, holding a newspaper and looking down. The background is a cityscape with a large eagle flying over it.

HIS MOTHER WAS VERY THANKFUL.

I DIDN'T MIND THE EXTRA CASH SHE THREW MY WAY--

--BUT MORE THAN ANYTHING, I WAS GLAD TO HELP THEM.

SHE REMINDED ME OF A VERY RICH VERSION OF MY AUNT MAY--

--AND JASON, WHO'D LOST HIS FATHER IN A PLANE CRASH WHEN HE WAS YOUNGER, REMINDED ME A LOT OF MYSELF.

I HAVEN'T SEEN EITHER OF THEM IN YEARS.

HADN'T EVEN THOUGHT ABOUT THEM UNTIL THIS MORNING.

FUNNY, HOW SOMEONE CAN BE A REALLY IMPORTANT PART OF YOUR LIFE FOR A TIME AND THEN NOTHING BUT A MEMORY?

ANDREA DESERVES BETTER THAN THAT.

SHE DESERVES JUSTICE.

SHE WAS A GOOD PERSON.

POLICE THINK ROBBERY WAS THE MOTIVE.

AND THE ARTICLE MENTIONED A "SILVER-HAIRED FEMALE."

I CAN DO BASIC MATH, BUT I DON'T LIKE THE ANSWER I'M GETTING.

I ONLY HAVE ONE SOURCE AVAILABLE TO ME AT THE DAILY BUGLE.

MUCH AS I CAN'T STAND THE DORK...

...I'M GOING TO HAVE TO GET A HOLD OF KEN ELLIS.

UPTOWN. THE 44TH PRECINCT.

IF HAVERSHAW'S LAWYER CALLS, BEEP ME.

THE CASE COMING TOGETHER, MARCELLA?

DOWNTOWN. ONE CAB RIDE LATER...

FAB

TWELVE BUCKS TO LITTLE ITALY, YOU SHOULD BE TIPPING ME, BUDDY!

BENNY, I'M GOING OUT TO LUNCH.

GOT A STRONG SUSPECT AND A MOTIVE.

SEAN'S LOOKING FOR HIS THUMB-SCREWS--

--AND I'LL TAKE MY USUAL, SUBTLER, ROUTE.

OKAY, KENNY, LET'S PLAY THE GAME...

DETECTIVE CELLANOS, LOOKING LOVELY.

I DON'T GET THE JOKE.

YEAH, YOU DO.

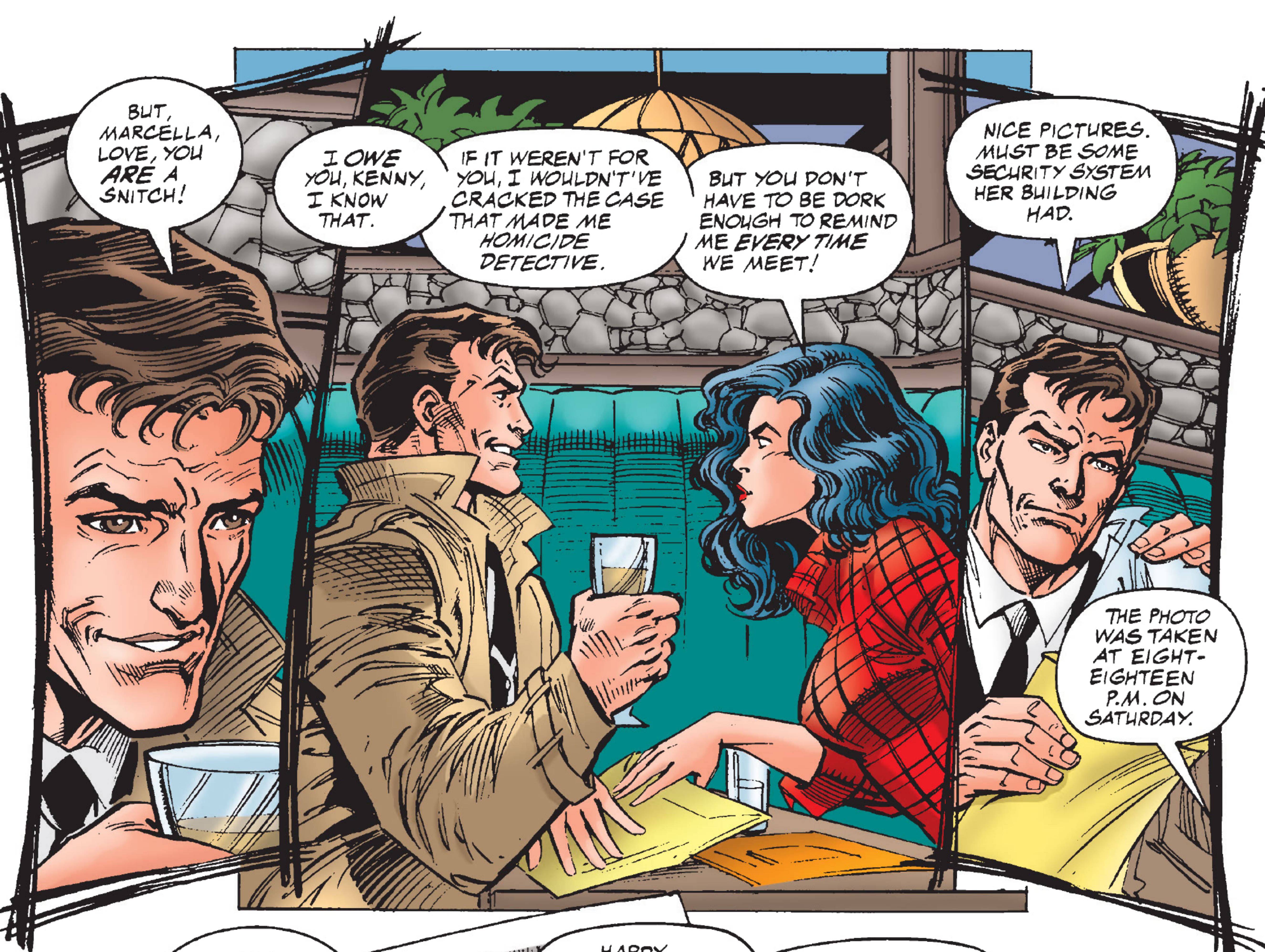
PLACE LOOKS TOO PRICED FOR COPS. WE SAFE HERE?

THE IMAGE DISTURBS ME, KENNY.

CUT ME SOME SLACK. IT'S HARD ENOUGH BEING A FEMALE GOLD BADGE WITHOUT HAVING SOMEONE THINK I'M A SNITCH.

LIKE A COUPLE OF CAMPERS IN A PUP TENT.

MR. ELLIS, STILL DRESSING LIKE DENNY TERRIO, I SEE.



BUT, MARCELLA, LOVE, YOU ARE A SNITCH!

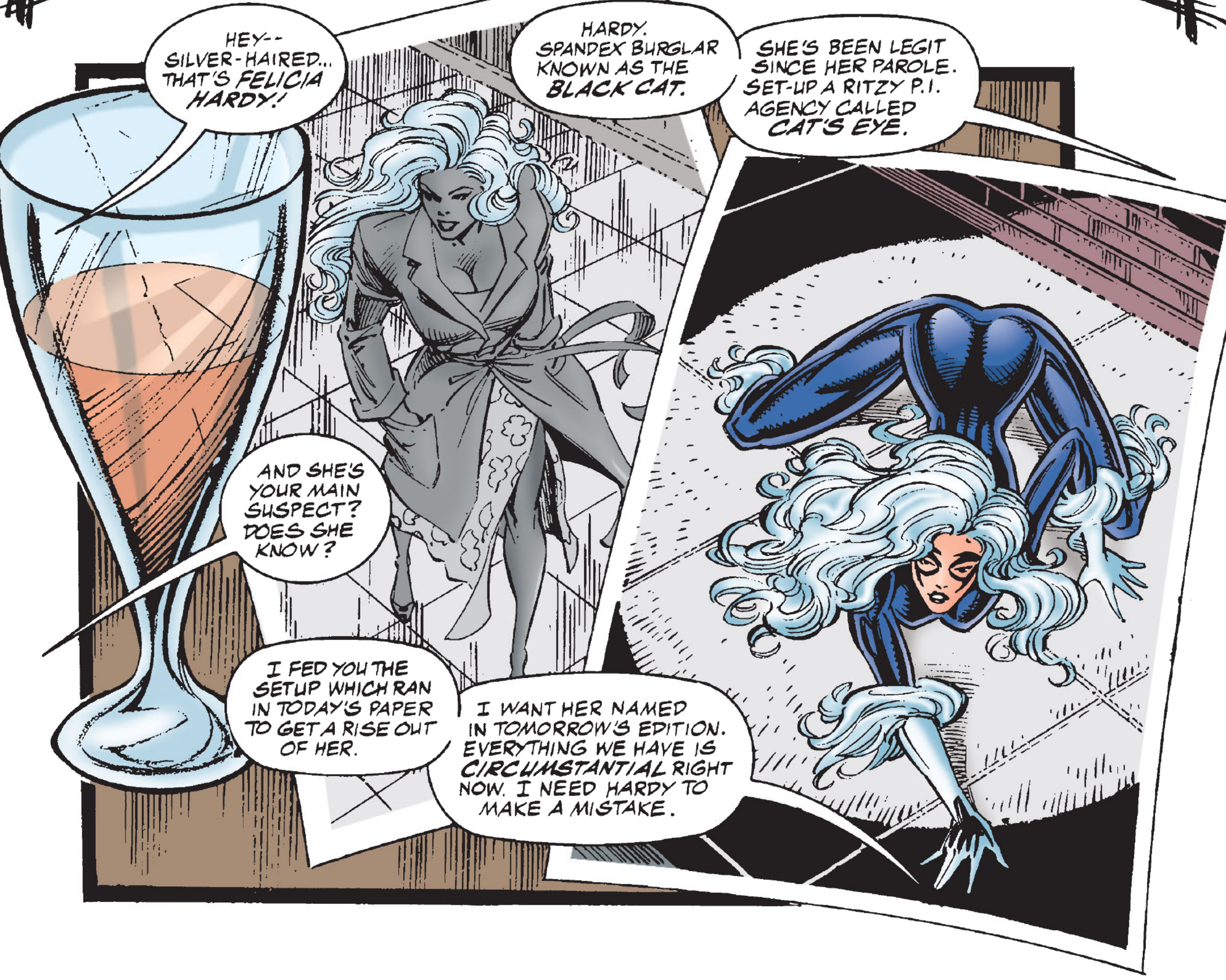
I OWE YOU, KENNY, I KNOW THAT.

IF IT WEREN'T FOR YOU, I WOULDN'T'VE CRACKED THE CASE THAT MADE ME HOMICIDE DETECTIVE.

BUT YOU DON'T HAVE TO BE DORK ENOUGH TO REMIND ME EVERY TIME WE MEET!

NICE PICTURES. MUST BE SOME SECURITY SYSTEM HER BUILDING HAD.

THE PHOTO WAS TAKEN AT EIGHT-EIGHTEEN P.M. ON SATURDAY.



HEY-- SILVER-HAIRED... THAT'S FELICIA HARDY!

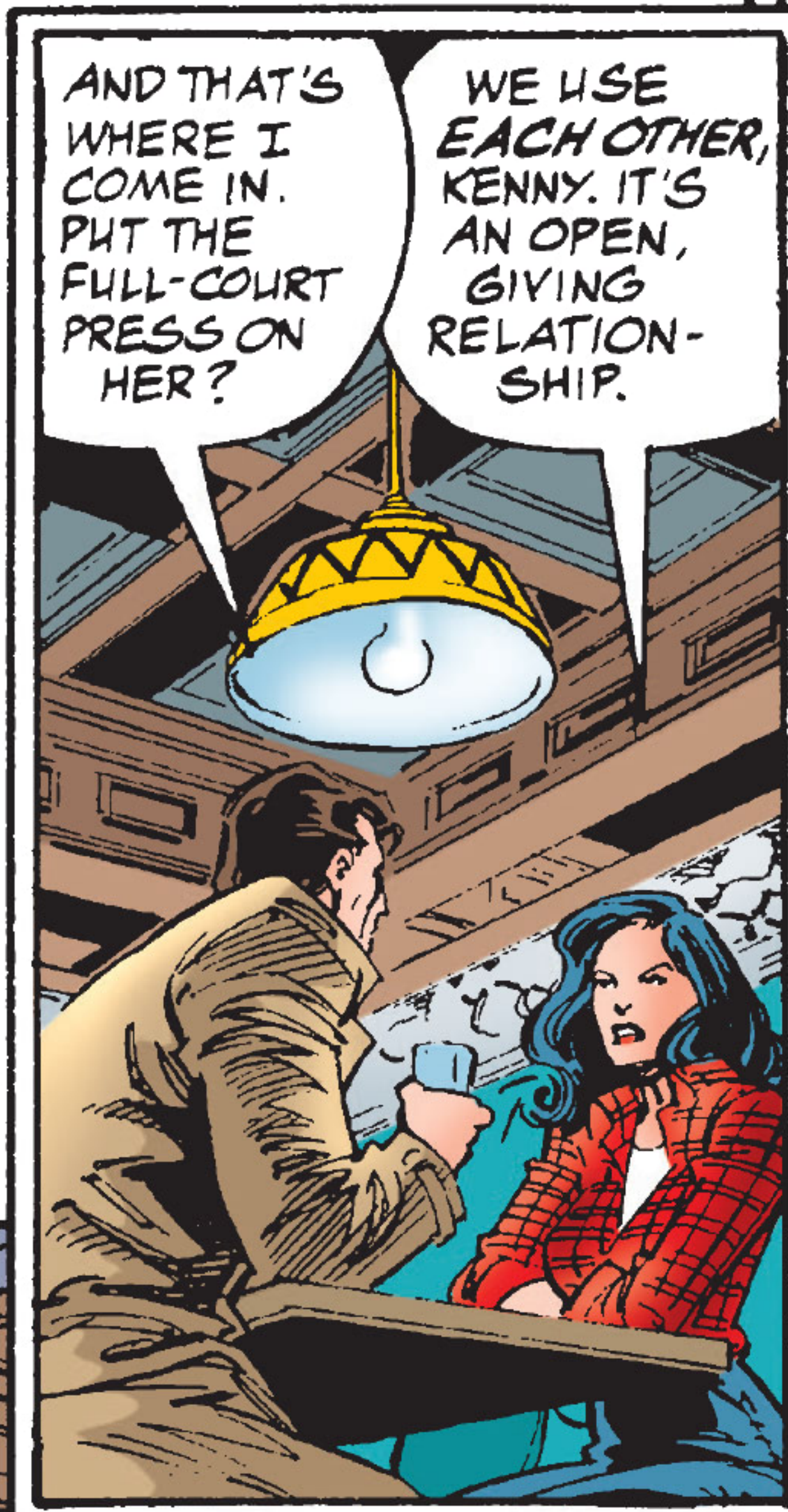
HARDY. SPANDEX BURGLAR KNOWN AS THE BLACK CAT.

SHE'S BEEN LEGIT SINCE HER PAROLE. SET-UP A RITZY P.I. AGENCY CALLED CAT'S EYE.

AND SHE'S YOUR MAIN SUSPECT? DOES SHE KNOW?

I FED YOU THE SETUP WHICH RAN IN TODAY'S PAPER TO GET A RISE OUT OF HER.

I WANT HER NAMED IN TOMORROW'S EDITION. EVERYTHING WE HAVE IS CIRCUMSTANTIAL RIGHT NOW. I NEED HARDY TO MAKE A MISTAKE.



AND THAT'S WHERE I COME IN. PUT THE FULL-COURT PRESS ON HER?

WE USE EACH OTHER, KENNY. IT'S AN OPEN, GIVING RELATIONSHIP.



SO WHAT'S THE ANGLE? BOTCHED ROBBERY TURNED NASTY?

YOU SAID HAVERSHAW'S BODY HAD BEEN RAKED-- AS IF BY CLAWS.



WISH IT WERE THAT SIMPLE. WE FOUND A BUNCH OF CANCELED CHECKS.

MADE OUT TO HARDY'S P.I. FIRM. SIGNED BY ANDREA HERSELF.

WHY WOULD HARDY BITE THE HAND THAT FEEDS HER?



DON'T KNOW. YOU PAYING?

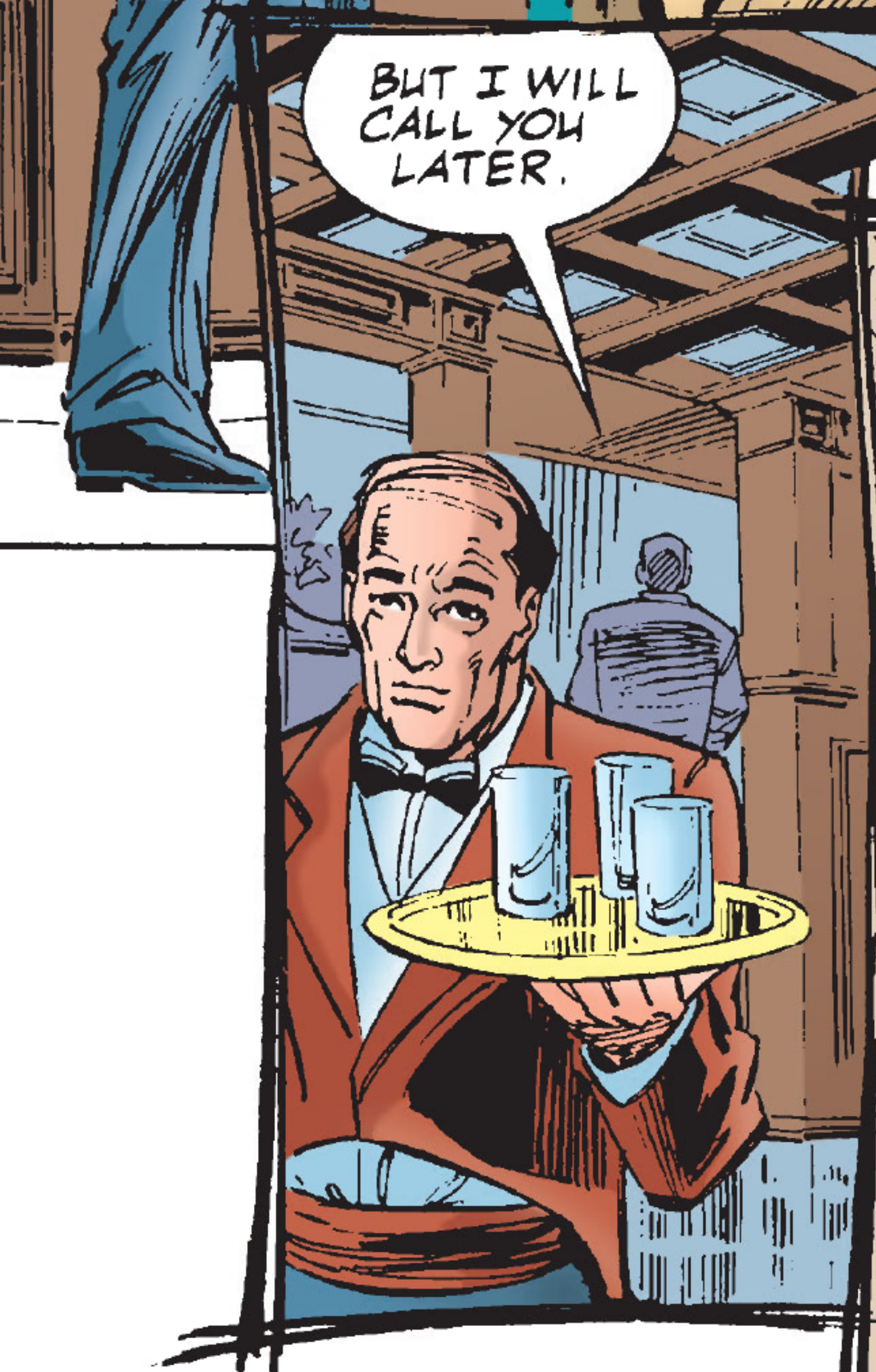
SURE.



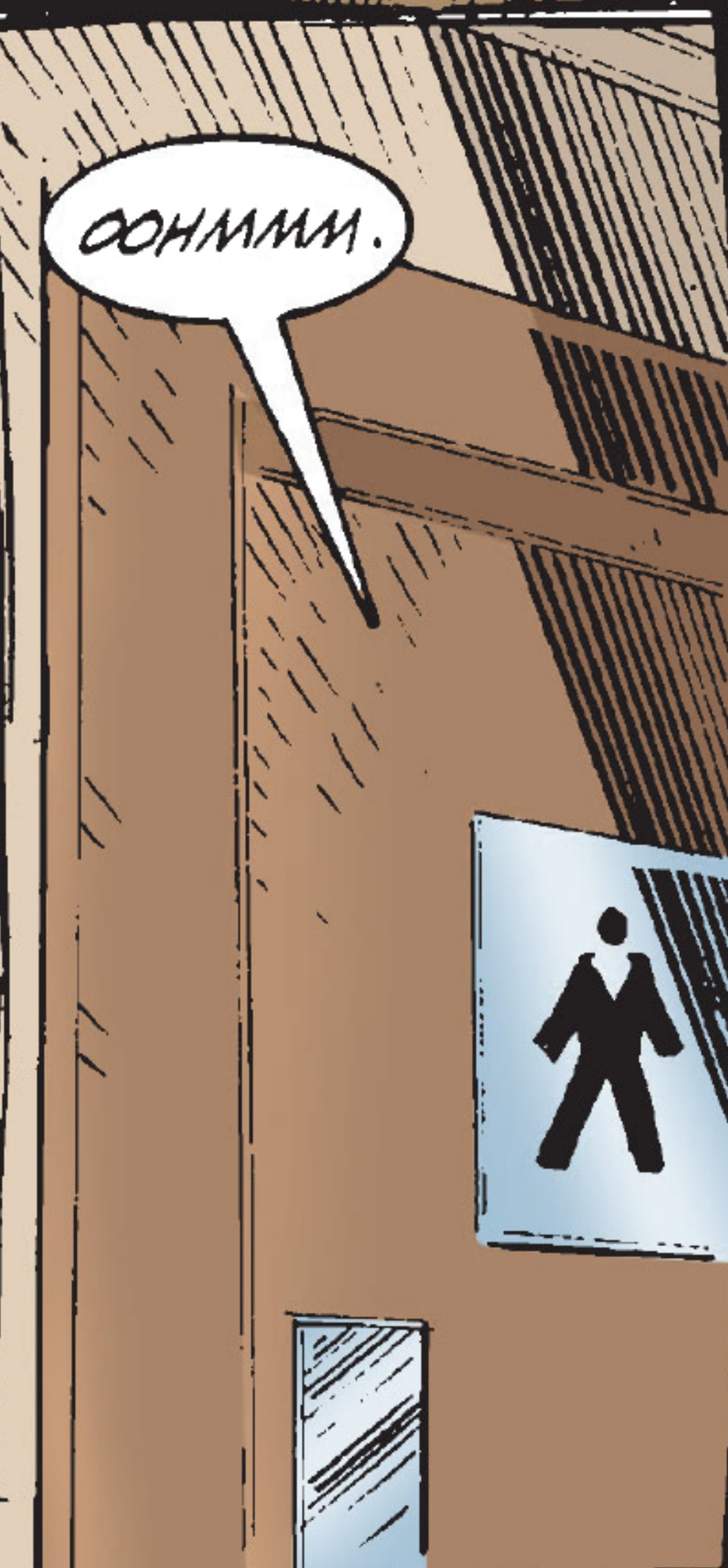
WELL, I KNOW ONE THING, MARCY...

...WE'RE GOING TO FIND OUT.

THAT WE ARE, KENNY. AND DON'T CALL ME MARCY.



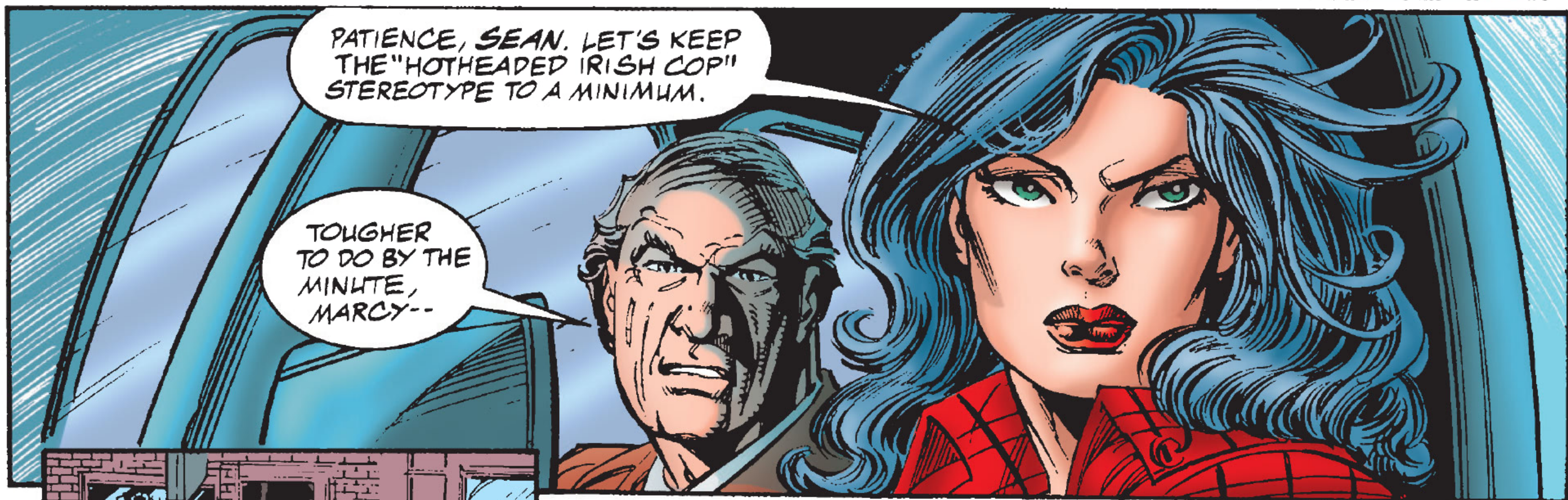
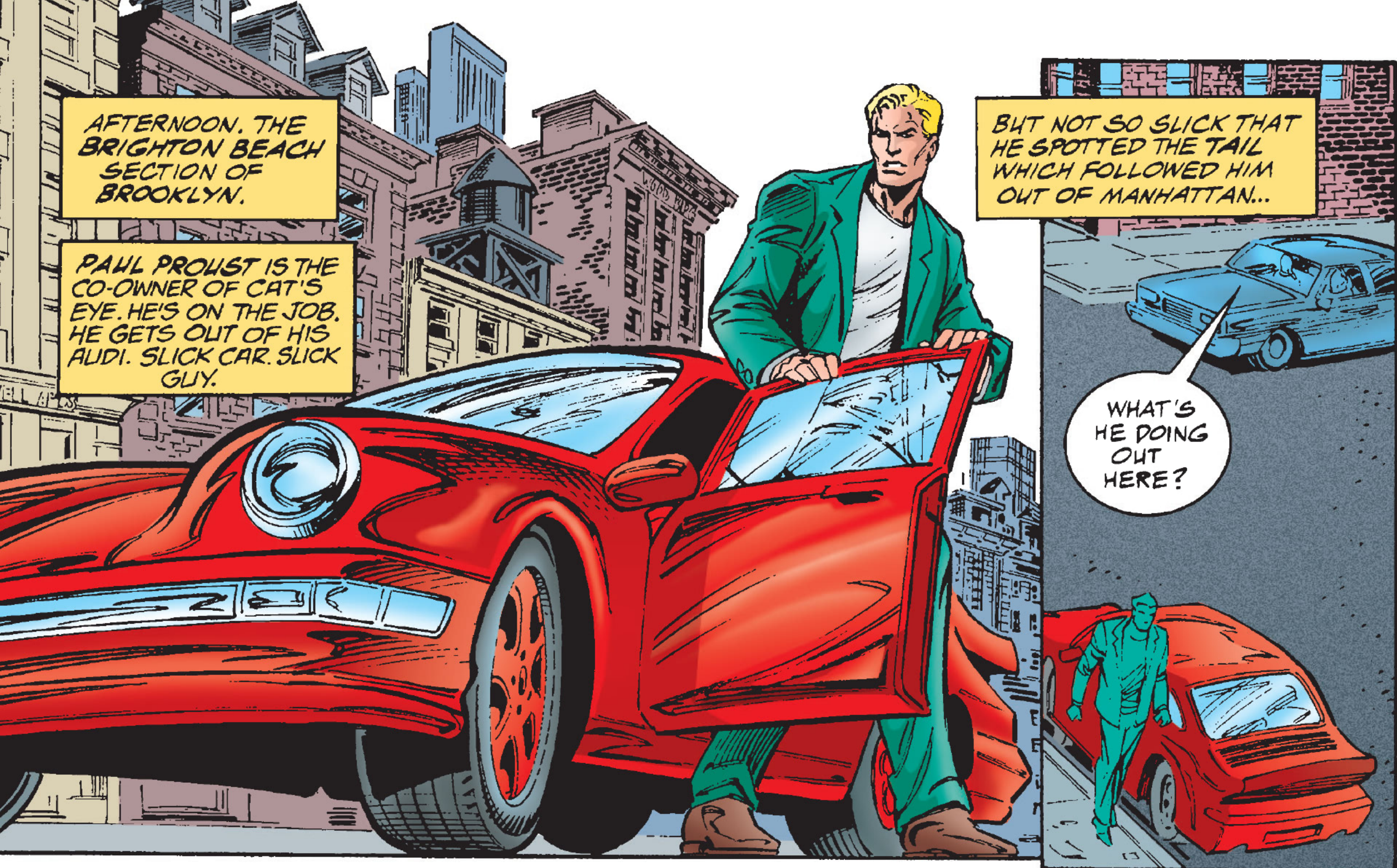
BUT I WILL CALL YOU LATER.

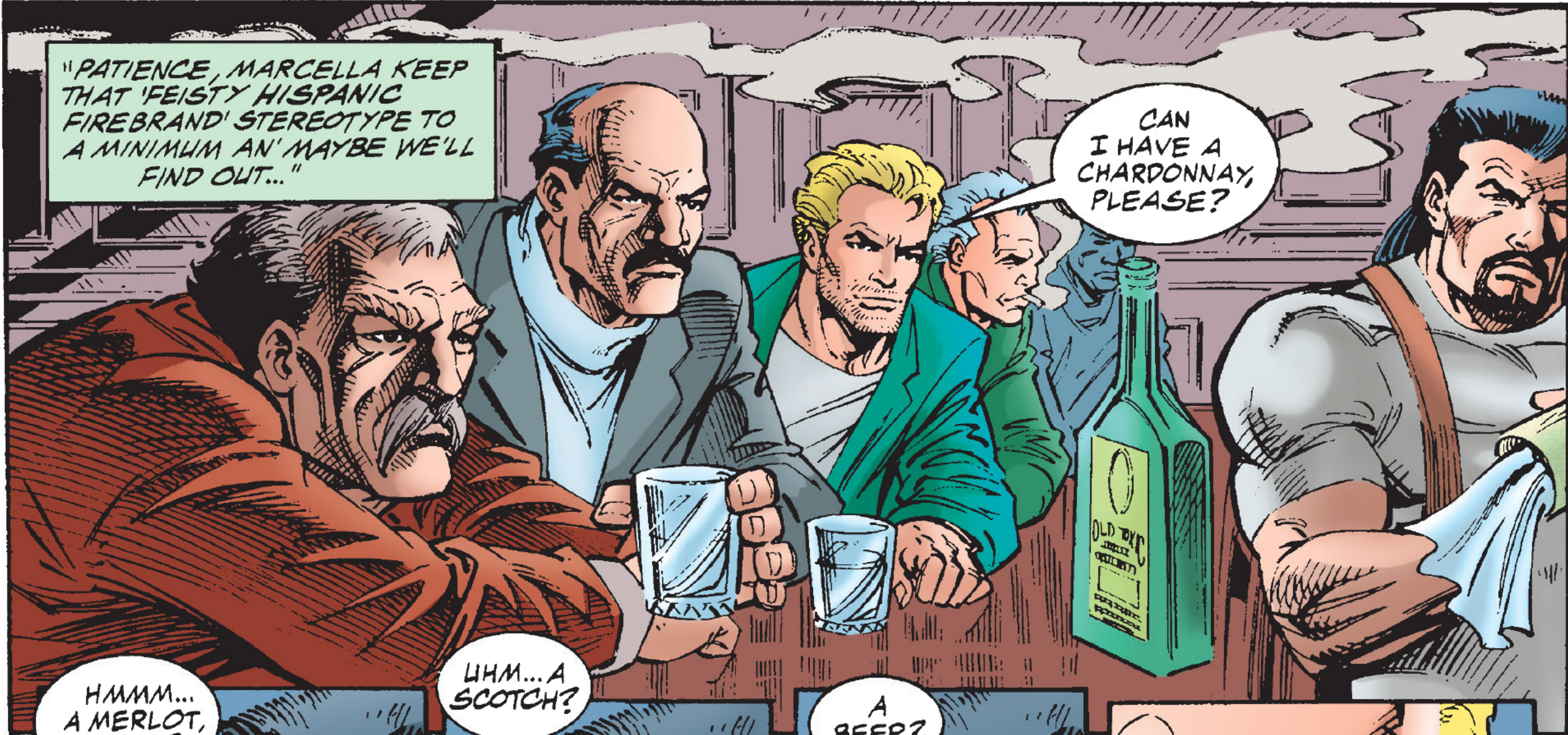


OOHMMM.



...WHAT THE HECK JUST HAPPENED TO ME?





"PATIENCE, MARCELLA KEEP THAT 'FEISTY HISPANIC FIREBRAND' STEREOTYPE TO A MINIMUM AN' MAYBE WE'LL FIND OUT..."

CAN I HAVE A CHARDONNAY, PLEASE?



HMMM... A MERLOT, MAYBE?



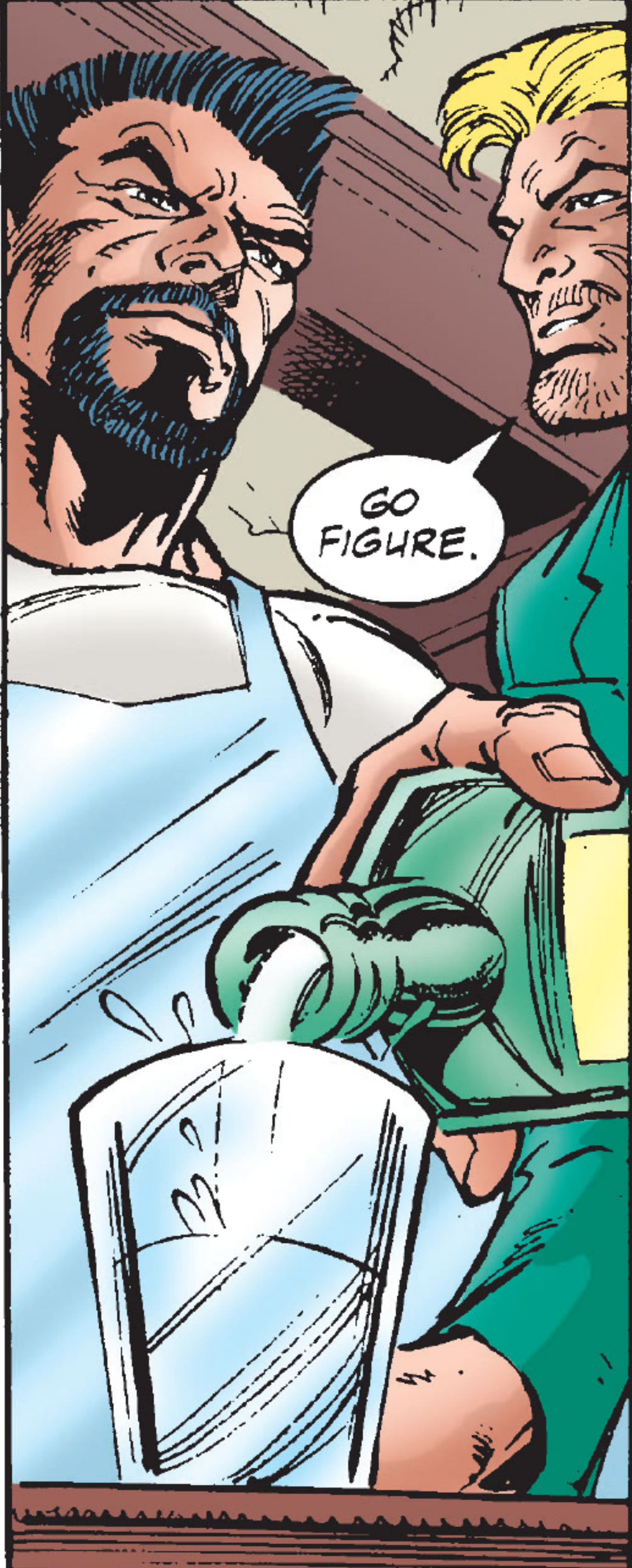
UHM... A SCOTCH?



A BEER?



HOW ABOUT SOME VODKA?



GO FIGURE.



WHOA-- WHAT'S WITH THE STEROID SANDWICH?

HEY, FRIEND, WHO'S THE GUY RATING THE MUSCLE BLANKET?

I AM NOT FRIEND OF YOU.

SO MUCH FOR GLASNOST.

A SILENT STARE IS SHARED BETWEEN THE TWO MEN.

TO PROUST, THE CONVERSATION IS CLEAR.

"YOU DO NOT BELONG HERE," THE MAN SILENTLY SAYS.

"COOL BY ME," PROUST SILENTLY RESPONDS.

AND HE LEAVES...

...THOUGH THE RUSSIAN GANG LORD HAS NO IDEA HOW WRONG HE WAS!

THAT WAS A PRETTY QUICK DRINK!

YEAH, HE PROBABLY WALKED IN AN' ORDERED A WHITE WINE!

WELL, LET'S FOLLOW HIM--

--AND TRY TO FIGURE OUT WHAT THE HECK IS GOING ON HERE WHILE WE'RE STUCK IN TRAFFIC ON THE BQE!

FIFTEEN MINUTES LATER, THE MANHATTAN PENTHOUSE OFFICES OF CAT'S EYE PRIVATE INVESTIGATIONS.

HOW CAN YOU BE A SUSPECT, 'LEESH, IF YOU WEREN'T EVEN THERE?

I WISH I KNEW, LOOP.

IRONIC, HHH?

WHAT?

FOR ALL THE CRIMES YOU DID COMMIT AND NEVER GOT CAUGHT FOR, YOU'RE A SUSPECT IN ONE YOU HAD NOTHING TO DO WITH!

YEAH, ISN'T IRONY JUST SPIFFY?



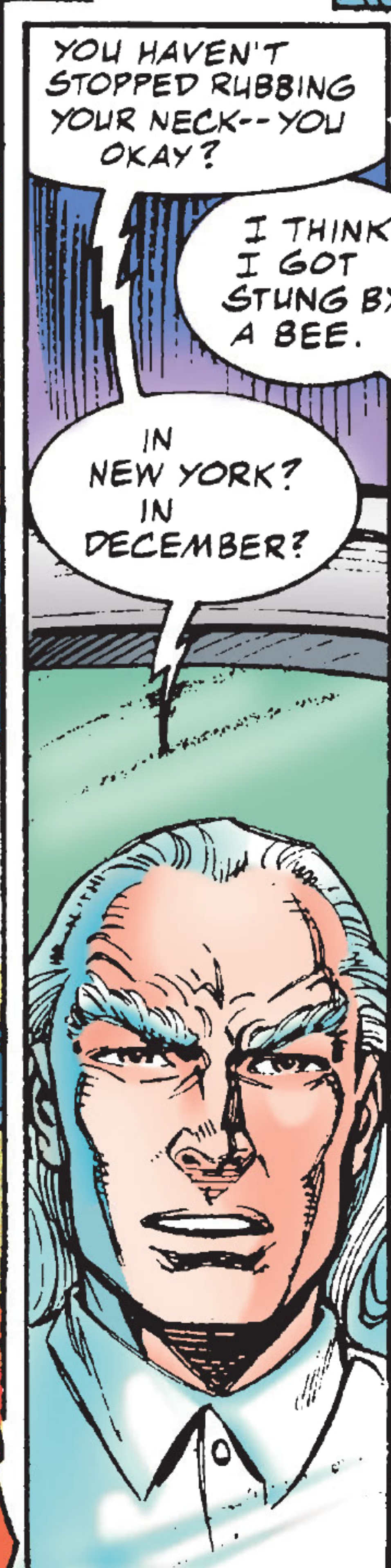
WHAT DID YOU FIND OUT?

I HACKED INTO THE NYPD SYSTEM LAST NIGHT.

AUTOPSY ON HAVERSHAW SAYS THE WOUNDS WERE PRODUCED BY QUOTE: "RENDING, METALLIC CLAWS."

SO BASICALLY, I'M JAMMED.

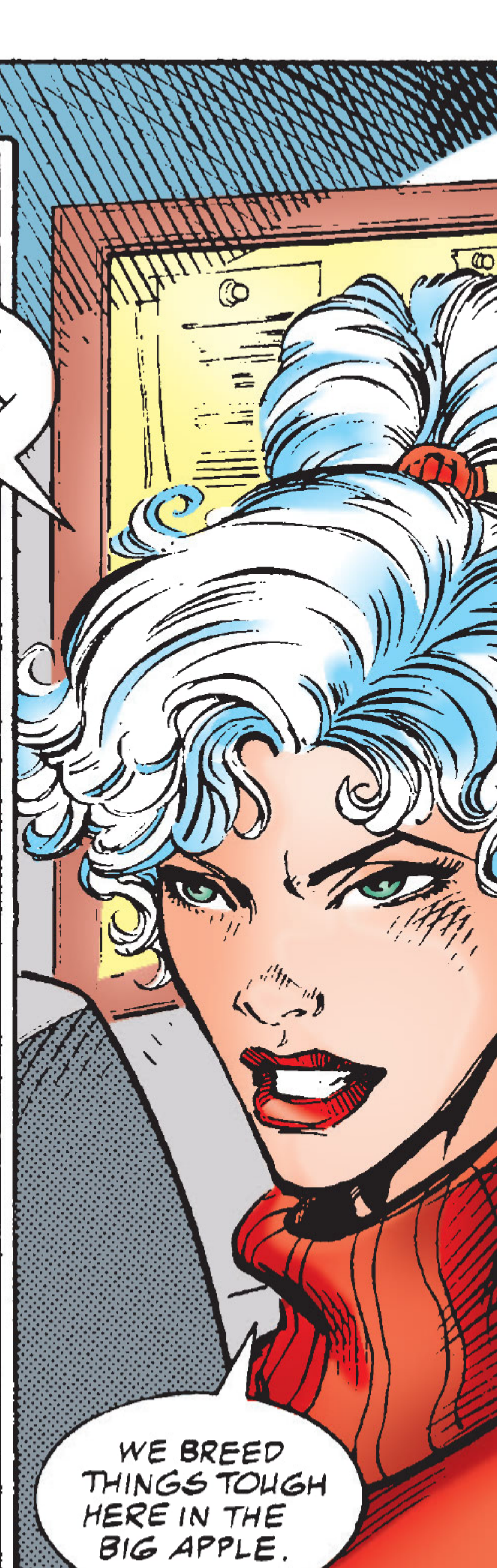
DIDN'T GET JIMMY SMITS' PHONE NUMBER WHILE YOU WERE IN BY CHANCE?



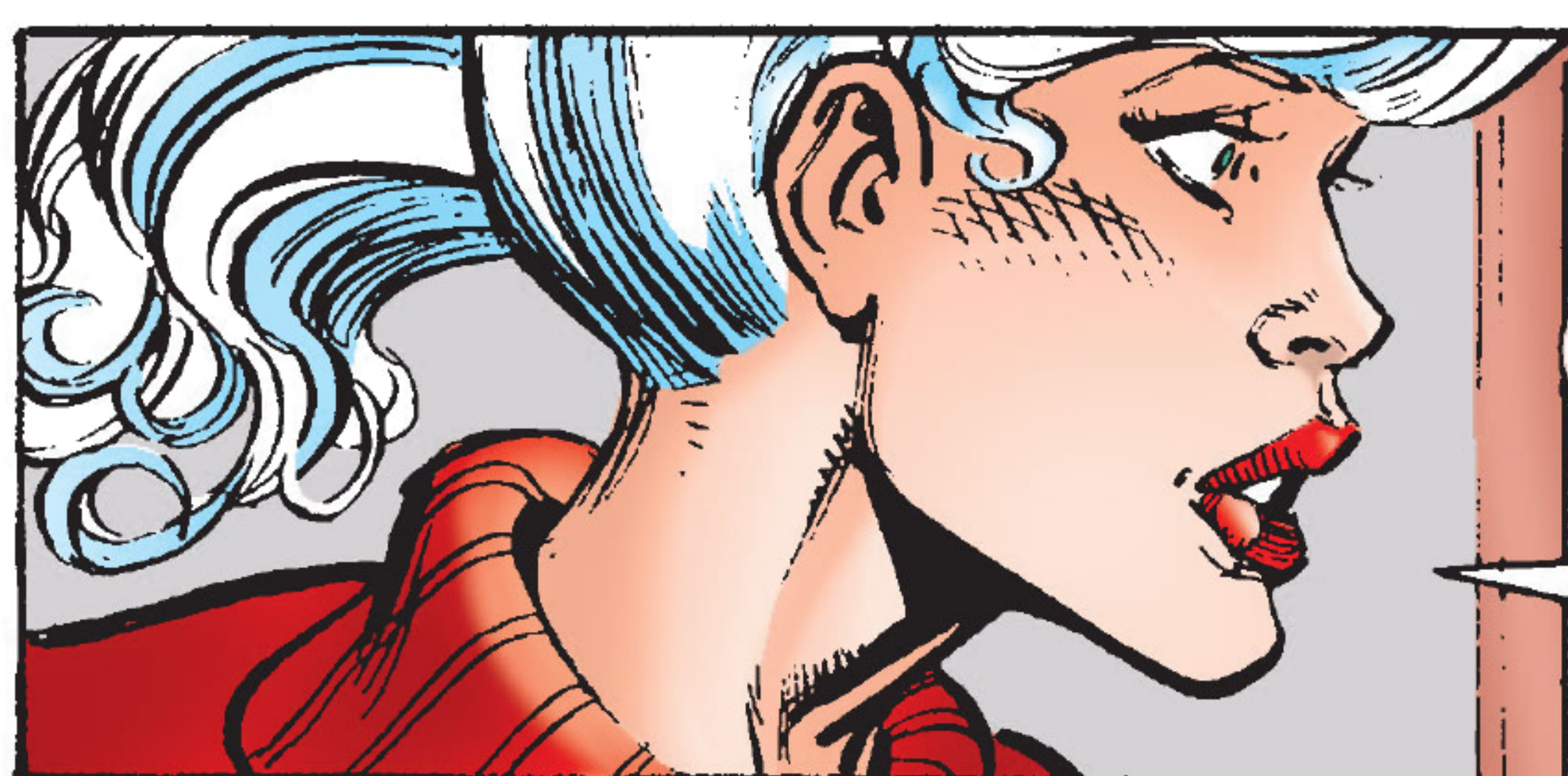
YOU HAVEN'T STOPPED RUBBING YOUR NECK-- YOU OKAY?

I THINK I GOT STUNG BY A BEE.

IN NEW YORK?
IN DECEMBER?

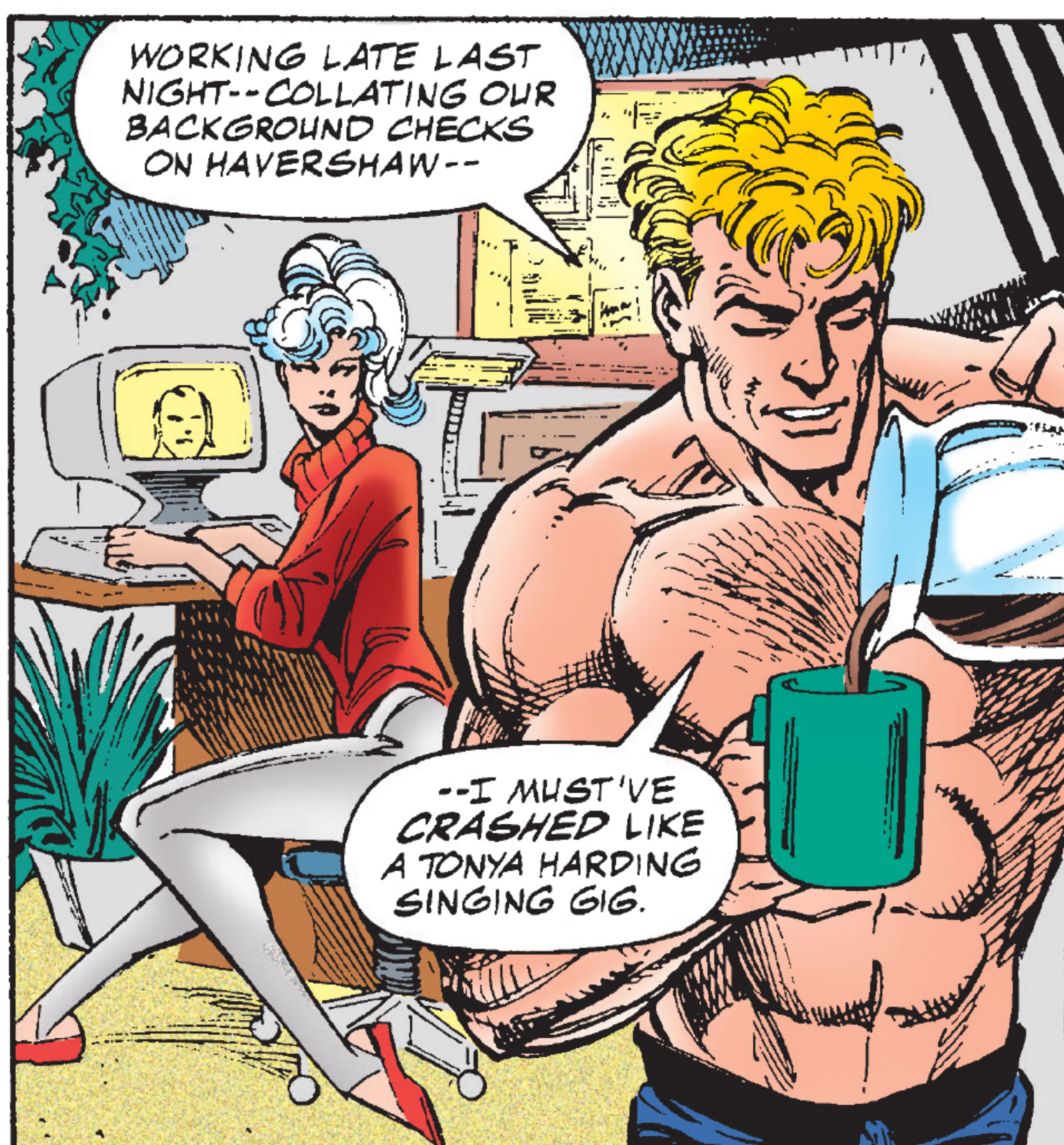
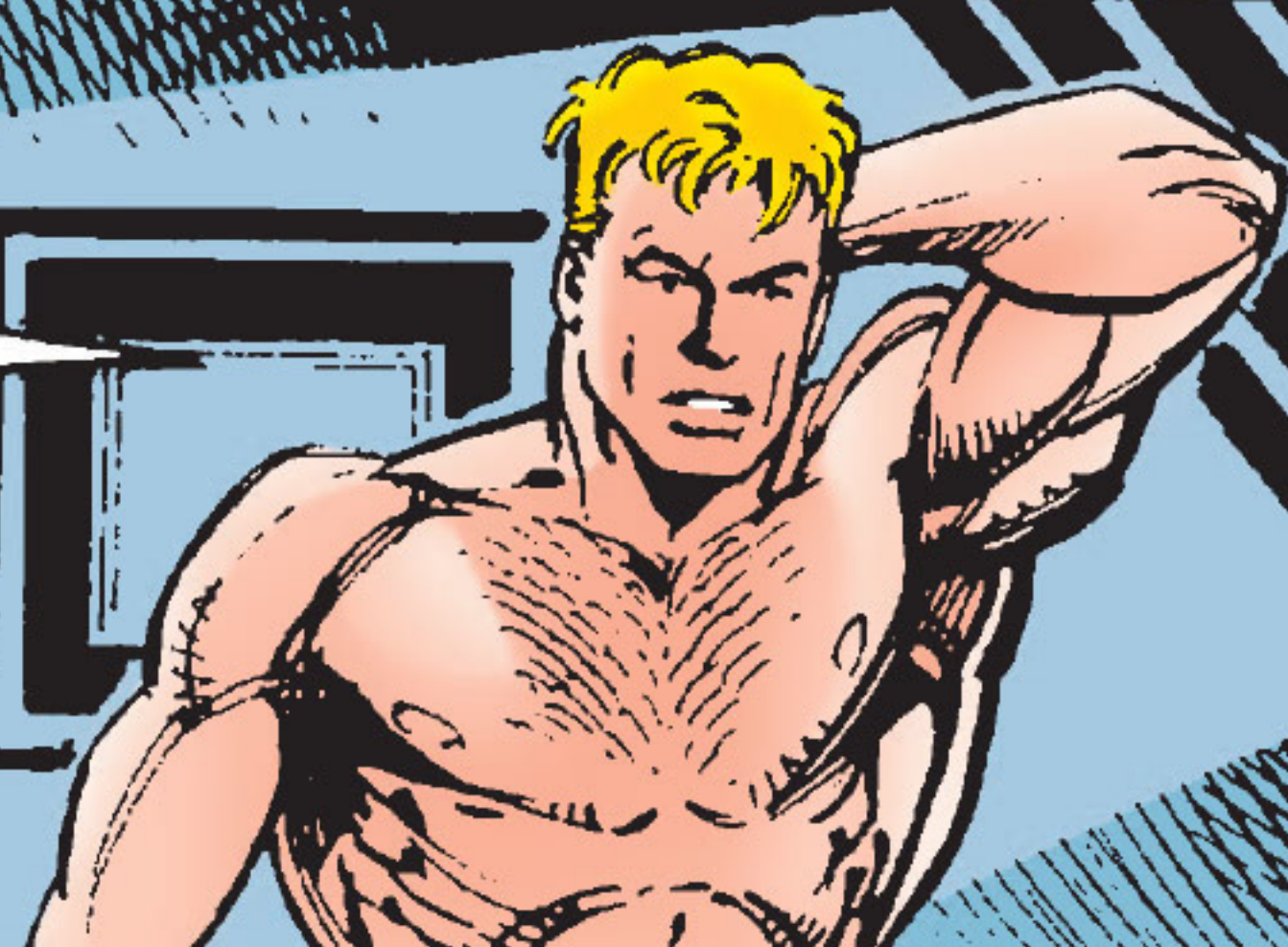


WE BREED THINGS TOUGH HERE IN THE BIG APPLE.



IT WAS THE SAME ONE THAT GOT ME TOO!

PAUL? WERE YOU SLEEPING IN YOUR OFFICE?



WORKING LATE LAST NIGHT-- COLLATING OUR BACKGROUND CHECKS ON HAVERSHAW--

--I MUST'VE CRASHED LIKE A TONYA HARDING SINGING GIG.



AND DON'T TELL ME-- WHEN YOU WOKE UP, YOUR NECK FELT LIKE IT'D BEEN JABBED BY A KNIFE?

YEAH, HOW'D--



BECAUSE IT HAPPENED TO ME TOO-- ON SATURDAY MORNING!

SOME-THING REALLY STRANGE IS GOING ON...

ANDREA'S WAKE IS TODAY.

MOST OF NEW YORK'S ELITE ARE HERE.

AND EVEN THOUGH NEITHER SPIDER-MAN NOR BEN REILLY FALL INTO THAT CATEGORY--

-- I FELT I HAD TO COME.

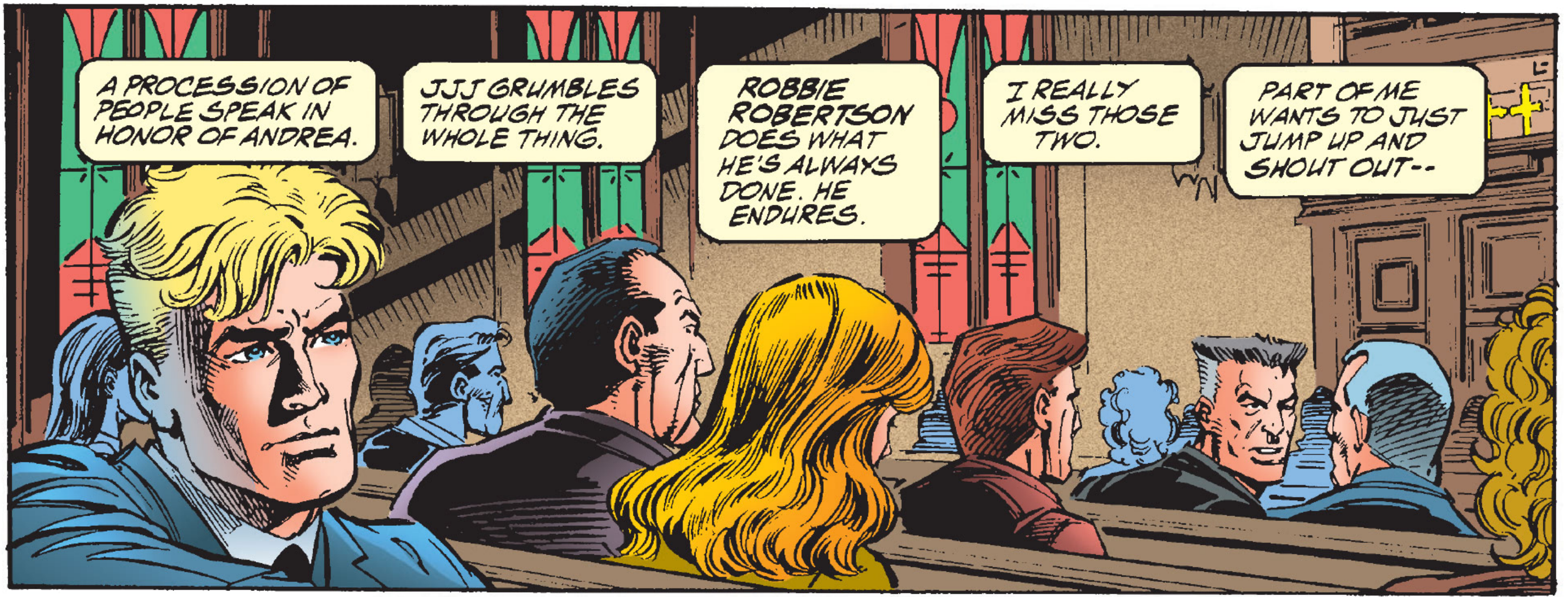
I HAD TO SAY GOODBYE.

SO, I GOT THIS THING ABOUT PEOPLE DYING ON ME WITHOUT PROPER FAREWELLS, WHAT CAN I SAY?

IT SEEMS TO HAVE BECOME A RECURRING THEME IN MY LIFE.

I JOIN IN THE FLOW.

IT'S NOT LIKE THEY GIVE OUT INVITATIONS TO A WAKE.



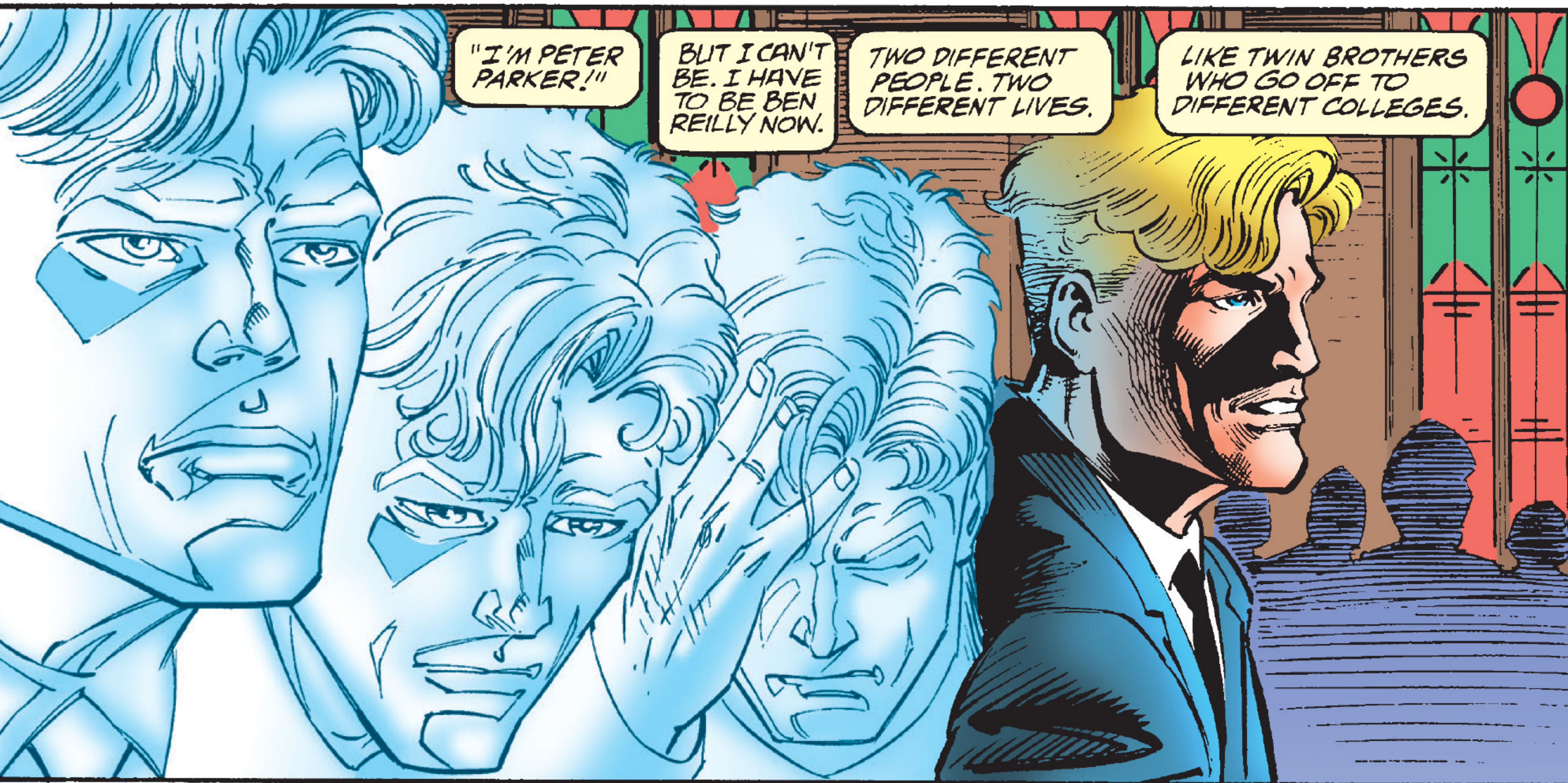
A PROCESSION OF PEOPLE SPEAK IN HONOR OF ANDREA.

JJJ GRUMBLES THROUGH THE WHOLE THING.

ROBBIE ROBERTSON DOES WHAT HE'S ALWAYS DONE. HE ENDURES.

I REALLY MISS THOSE TWO.

PART OF ME WANTS TO JUST JUMP UP AND SHOUT OUT--

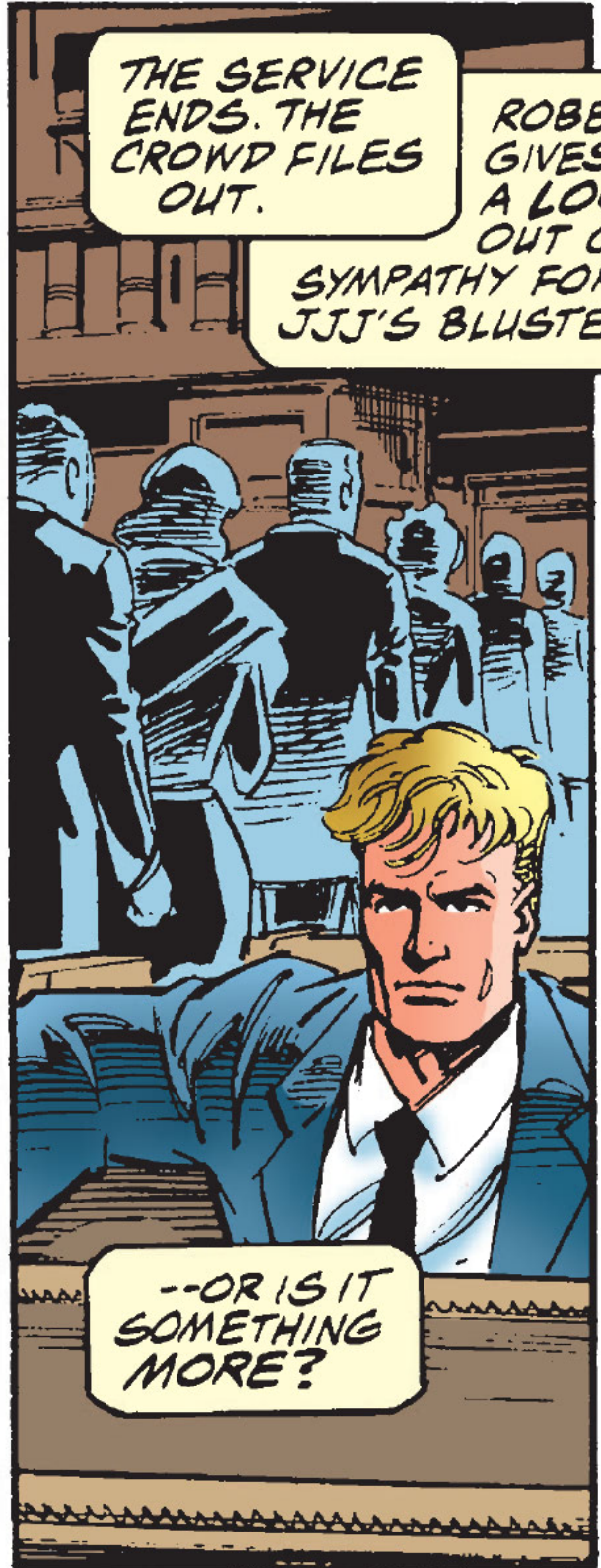


"I'M PETER PARKER!"

BUT I CAN'T BE. I HAVE TO BE BEN REILLY NOW.

TWO DIFFERENT PEOPLE. TWO DIFFERENT LIVES.

LIKE TWIN BROTHERS WHO GO OFF TO DIFFERENT COLLEGES.



THE SERVICE ENDS. THE CROWD FILES OUT.

ROBBIE GIVES ME A LOOK. OUT OF SYMPATHY FOR JJJ'S BLUSTER--

--OR IS IT SOMETHING MORE?



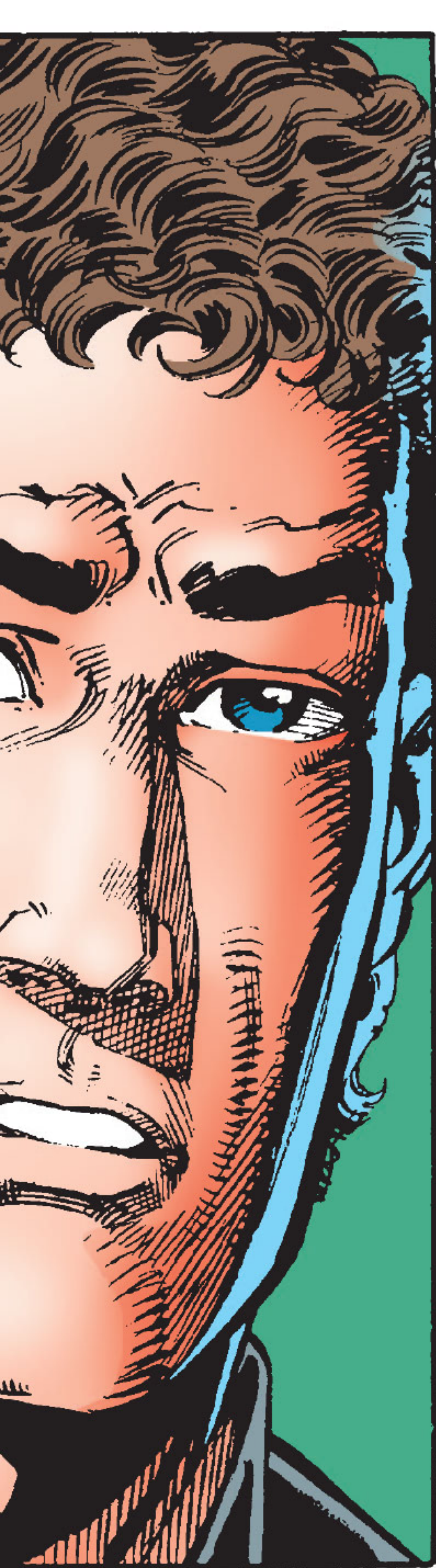
DISMISS IT, BENJAMIN. YOU'RE PARANOID.

JASON--?

I'M SORRY DO I KNOW YOU?



BEN. REILLY. FROM UVM.

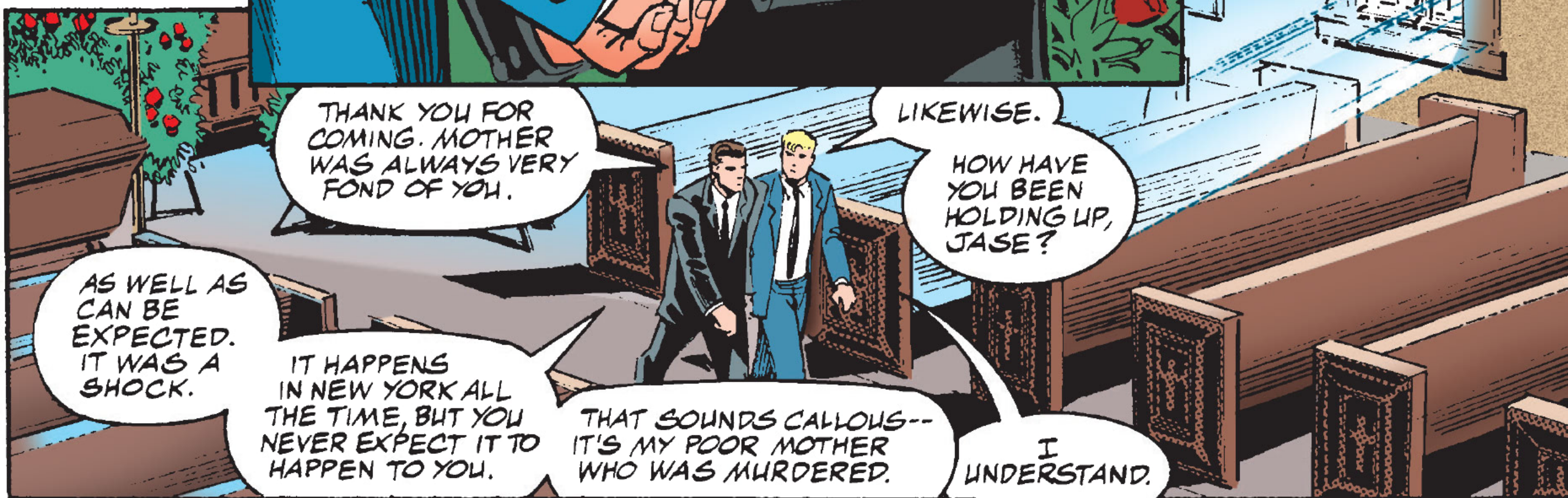


BEN--OF COURSE!
I'M SORRY--I DIDN'T
RECOGNIZE YOU--

-- THE
HAIR AND
ALL.

WHEN I
MOVED TO
NEW YORK
I WENT FOR
SOMETHING
A BIT...
DIFFERENT.

WE ALL
NEED A NEW
LOOK NOW AND
THEN, BEN.



THANK YOU FOR
COMING. MOTHER
WAS ALWAYS VERY
FOND OF YOU.

LIKEWISE.

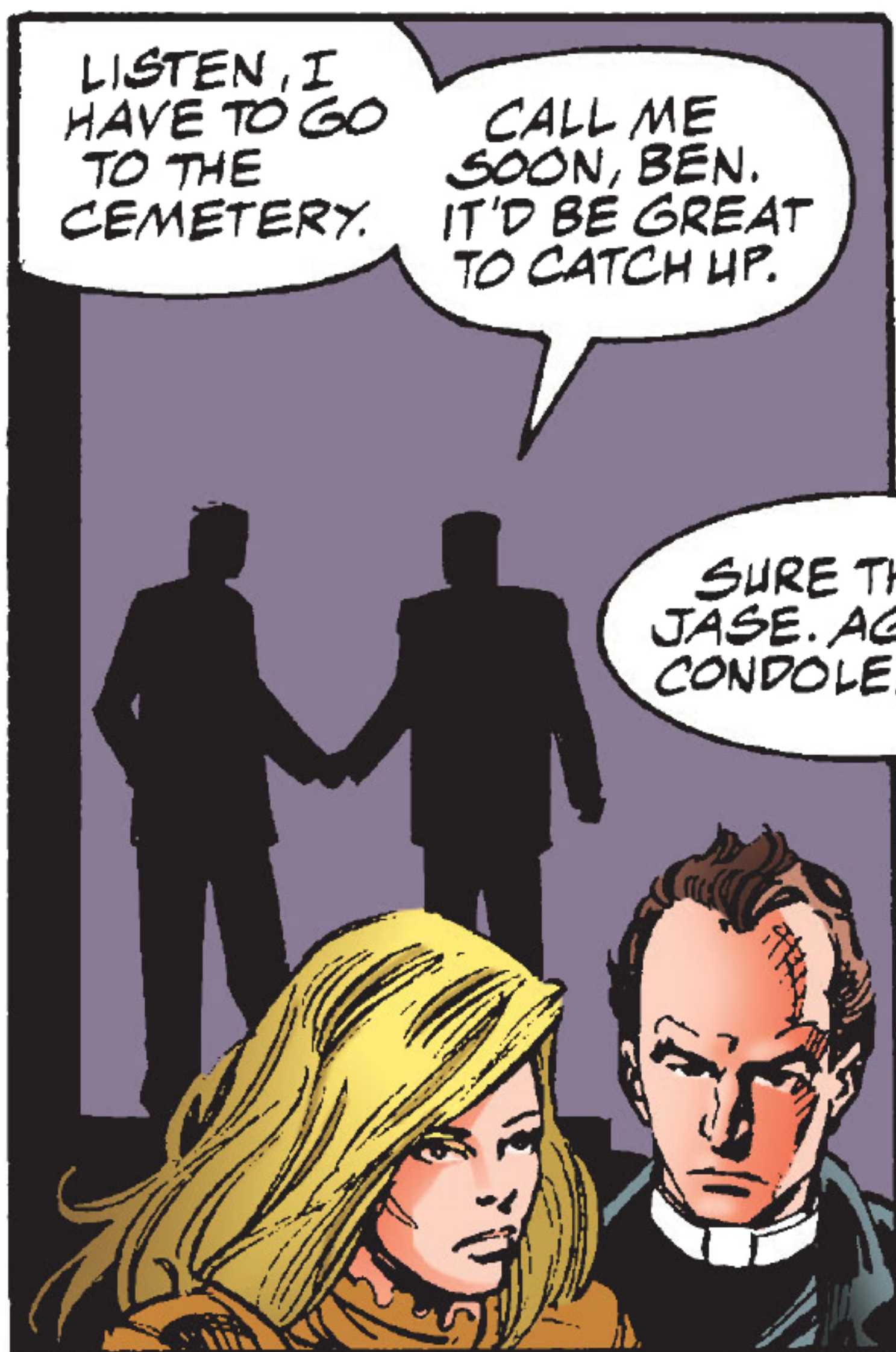
HOW HAVE
YOU BEEN
HOLDING UP,
JASE?

AS WELL AS
CAN BE
EXPECTED.
IT WAS A
SHOCK.

IT HAPPENS
IN NEW YORK ALL
THE TIME, BUT YOU
NEVER EXPECT IT TO
HAPPEN TO YOU.

THAT SOUNDS CALLOUS--
IT'S MY POOR MOTHER
WHO WAS MURDERED.

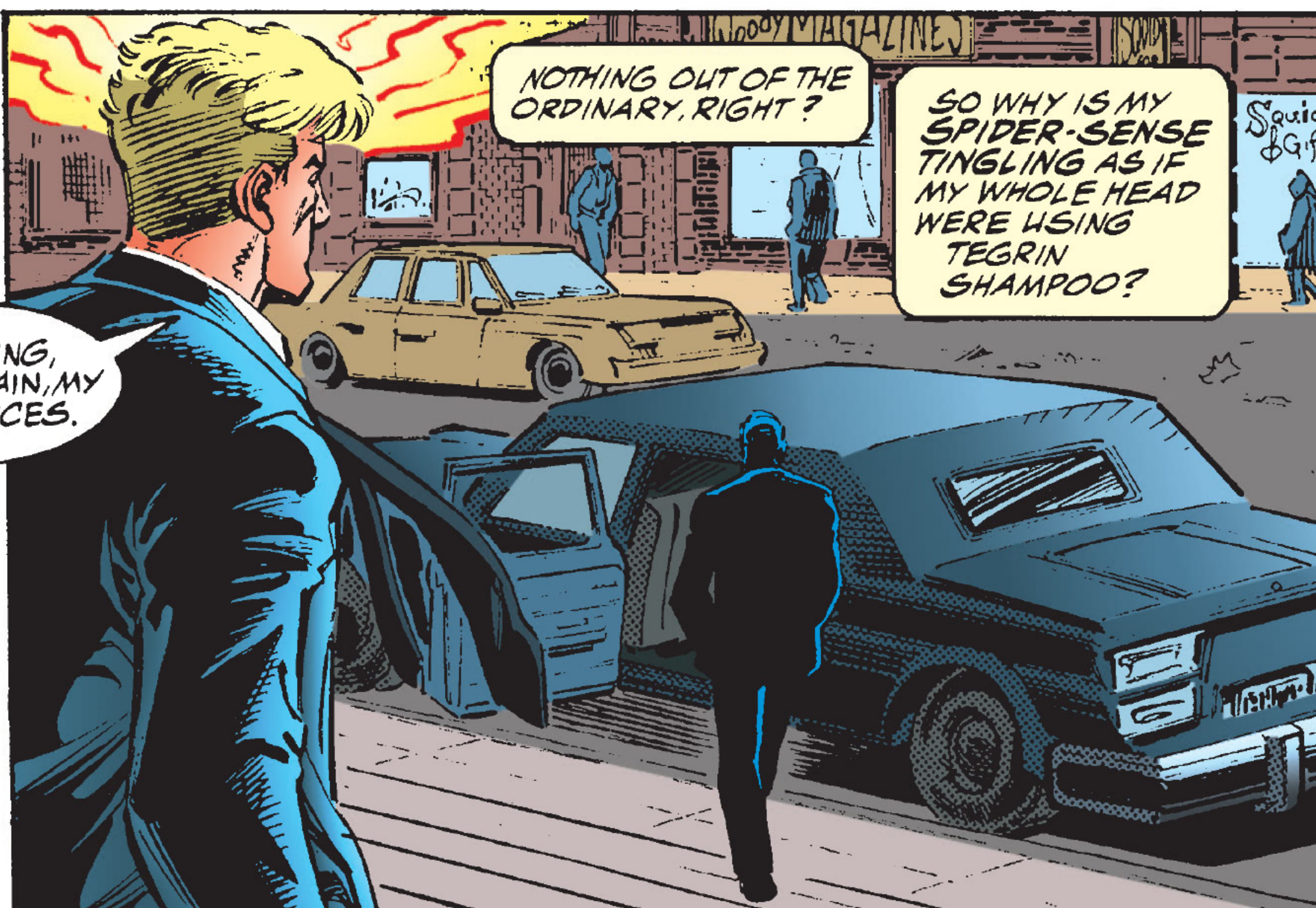
I
UNDERSTAND.



LISTEN, I
HAVE TO GO
TO THE
CEMETERY.

CALL ME
SOON, BEN.
IT'D BE GREAT
TO CATCH UP.

SURE THING,
JASE. AGAIN, MY
CONDOLENCES.



NOTHING OUT OF THE
ORDINARY, RIGHT?

SO WHY IS MY
SPIDER-SENSE
TINGLING AS IF
MY WHOLE HEAD
WERE USING
TEGRIN
SHAMPOO?

DAILY BUGLE

CITY DESK.
HOLD ON.

CIRCULATION.
PLEASE HOLD.

PRESS
ROOM.
HANG ON.

--HOW YOU CAN
WASTE A DAY ON
THE DEAD--

--WHEN THE
LIVING STILL
HAVE WORK
TO DO!

WE'RE BACK JUST
IN TIME FOR THE
PRODUCTION WRAP.

ELLIS--DID YOU
GET CONFIRMATION
FROM YOUR SOURCE?

JUST
TALKED
WITH
HER--

FOR AS
LONG AS I
LIVE, I'LL NEVER
UNDERSTAND--

THOUGHT
YOU WERE
HAVING
LUNCH?

WEIRDEST
THING
HAPPENED
TO ME--

ARE YOU LOOKING
INTO EYES THAT
CARE, ELLIS?

NO I
AM NOT,
JONAH.

ON-THE-
RECORD
QUOTE?

FROM A COP? IN THE
MIDDLE OF AN
INVESTIGATION? SELL
YOU A BRIDGE.

IS IT GOOD
ENOUGH FOR
PAGE ONE?

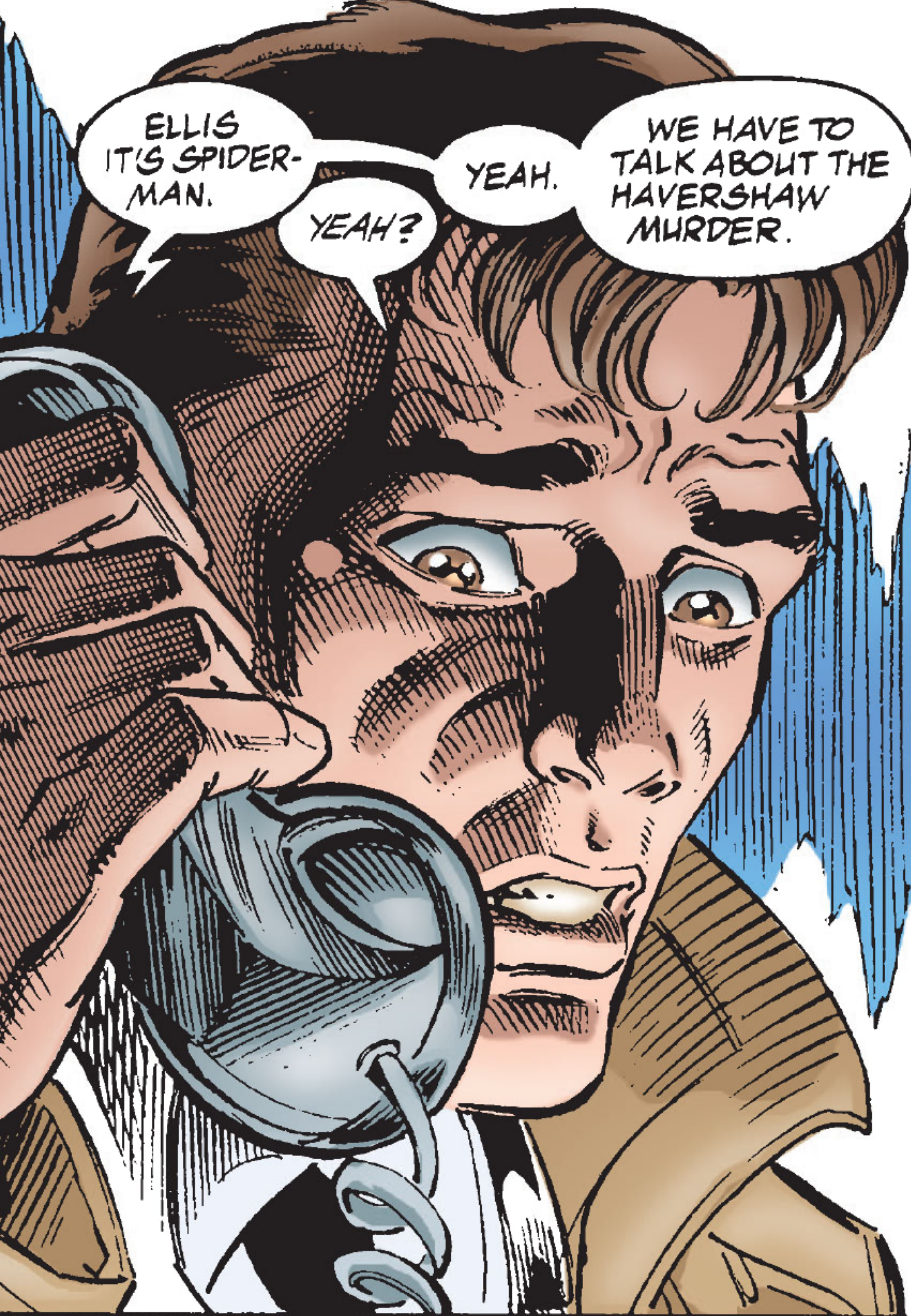
WE NAME
THE LEAD
SUSPECT!

NOT
GOOD
ENOUGH.

YOU HAVE
SOMETHING
COOKING, KEN,
BUT IT'S NOT
STEW YET.

ELLIS--
TELEPHONE!

I'M IN A
MOOD. THIS
BETTER BE
GOOD.

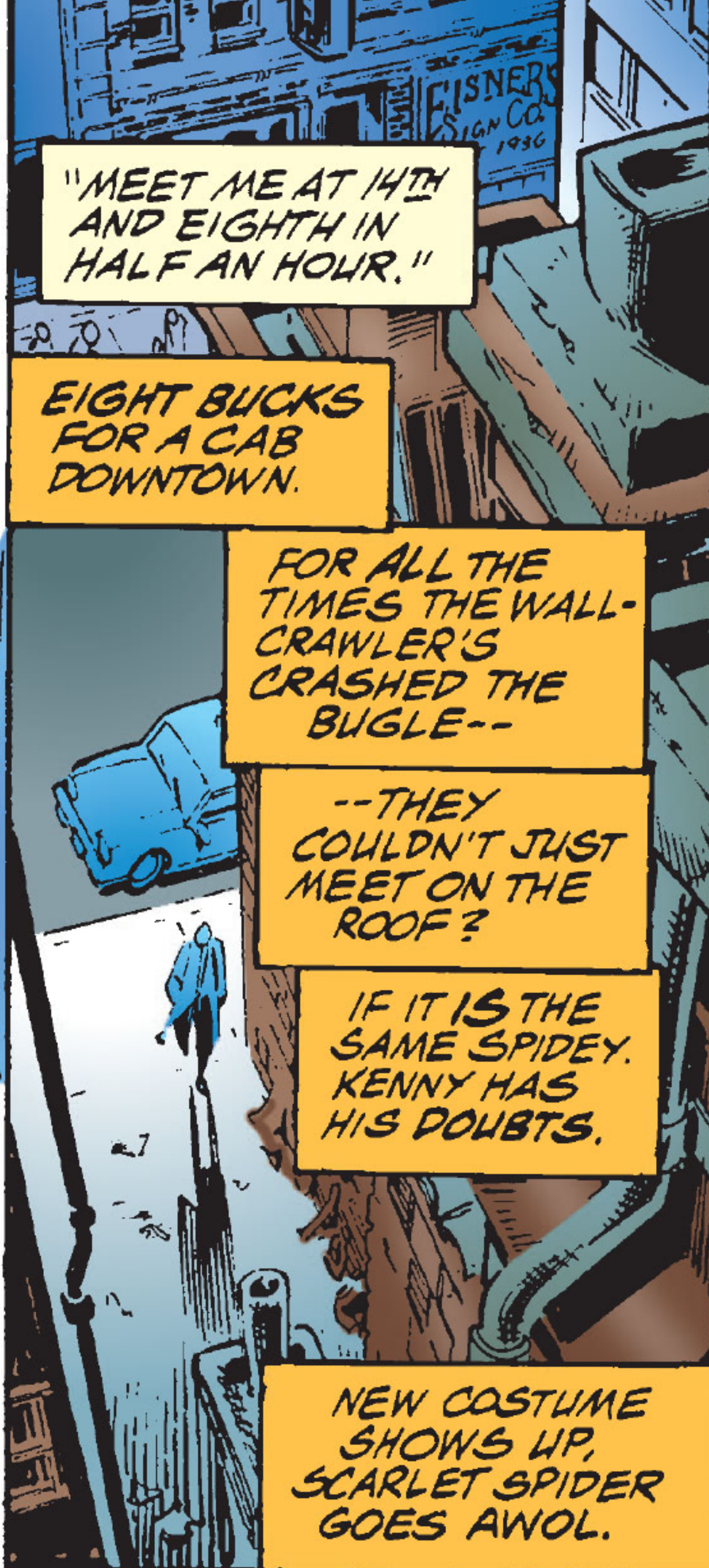


ELLIS
IT'S SPIDER-
MAN.

YEAH?

YEAH.

WE HAVE TO
TALK ABOUT THE
HAVERSHAW
MURDER.



"MEET ME AT 14TH
AND EIGHTH IN
HALF AN HOUR."

EIGHT BUCKS
FOR A CAB
DOWNTOWN.

FOR ALL THE
TIMES THE WALL-
CRAWLER'S
CRASHED THE
BUGLE--

--THEY
COULDN'T JUST
MEET ON THE
ROOF?

IF IT IS THE
SAME SPIDEY,
KENNY HAS
HIS DOUBTS.

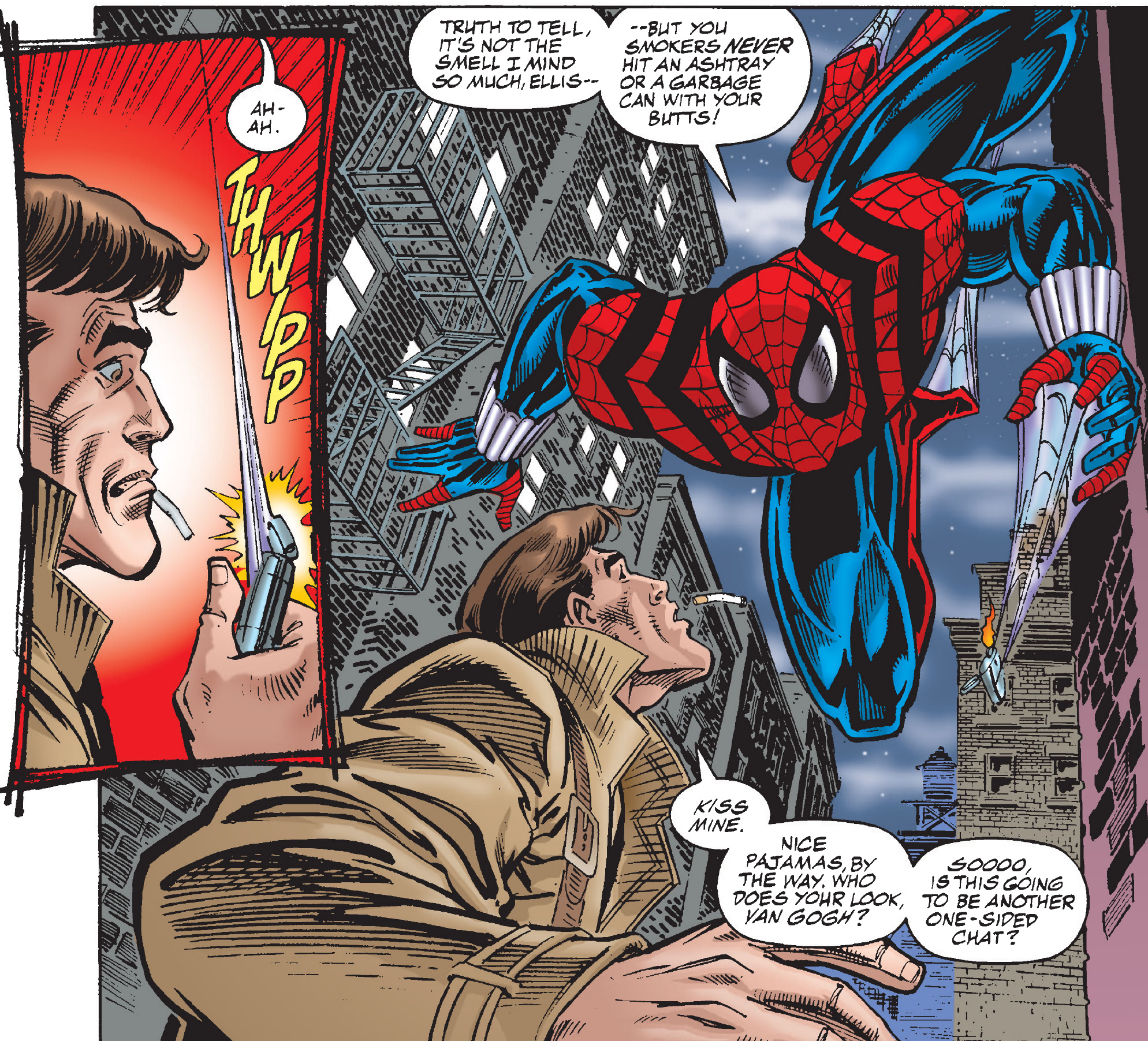
NEW COSTUME
SHOWS UP,
SCARLET SPIDER
GOES AWOL.



BUT THAT'S ANOTHER
STORY ALTOGETHER*.

NECK STILL HURTS.
LIKE HE GOT HIT WITH
A 2X4 WITH A NAIL
IN IT!

*SEE SPIDER-MAN:
THE FINAL ADVENTURE
LIMITED SERIES--ON
SALE NOW!



AH-
AH.

TH
W
I
P
P

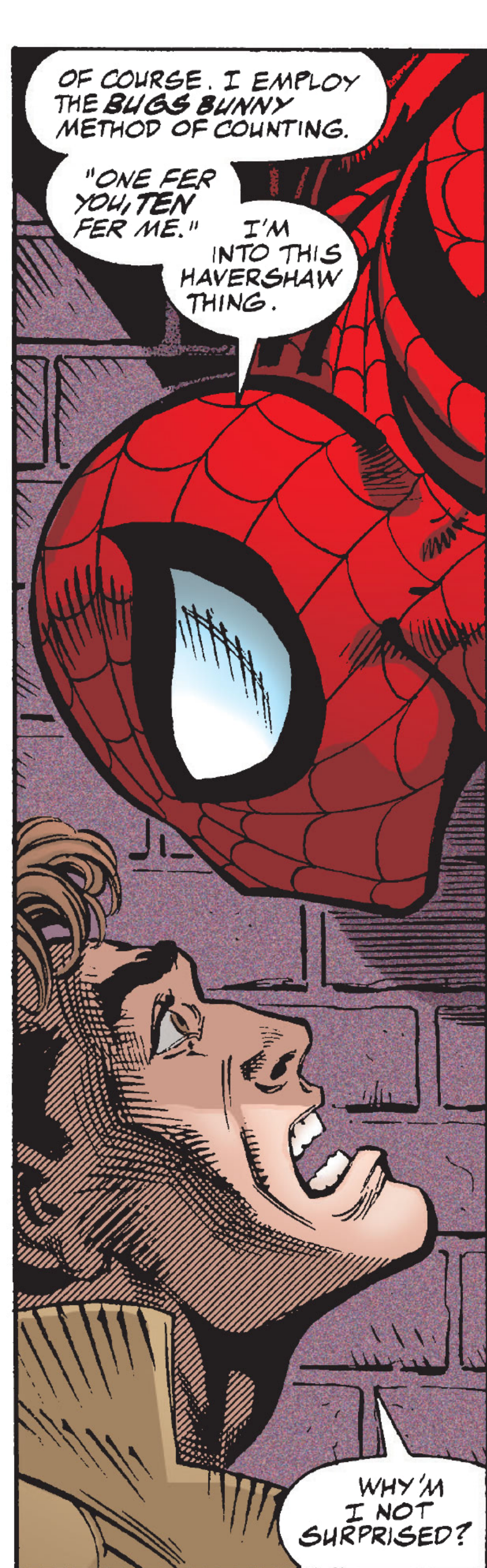
TRUTH TO TELL,
IT'S NOT THE
SMELL I MIND
SO MUCH, ELLIS--

--BUT YOU
SMOKERS NEVER
HIT AN ASHTRAY
OR A GARBAGE
CAN WITH YOUR
BUTTS!

KISS
MINE.

NICE
PAJAMAS, BY
THE WAY, WHO
DOES YOUR LOOK,
VAN GOGH?

SOOOO,
IS THIS GOING
TO BE ANOTHER
ONE-SIDED
CHAT?



OF COURSE. I EMPLOY THE **BUGS BUNNY** METHOD OF COUNTING.

"ONE FER YOU, TEN FER ME."

I'M INTO THIS HAVERSHAW THING.

WHY'M I NOT SURPRISED?



I DON'T KNOW, WHY AREN'T YOU?

COY DOESN'T SUIT YOU, SPIDEY.

YOU AND THE SILVER-HAIRED BEAUTY HAD SOMETHING GOING A WHILE BACK, DIDN'T YOU?



SILVER--? HMM.

IS THE BLACK CAT DEFINITELY INVOLVED IN THIS?

OH, UP TO HER FUR-LINED COLLAR.

EVIDENCE?

MOUNTING.

I GOT 'TIL MIDNIGHT TONIGHT--



--TO MAKE THIS TOMORROW'S FRONT PAGE!

PRIME SUSPECT

ELLIS TELLS ME ENOUGH
TO TELL ME THAT I HAVE
TO SEE MS. HARDY.

I DON'T KNOW
HER VERY WELL.
SHE AND PETER
DID HAVE A--
RELATIONSHIP--
A COUPLE YEARS
BACK.

SHE KNOWS
PETER WAS SPIDEY.

SHE DOESN'T
KNOW I'M SPIDEY
NOW, BUT-- DUH--
HOW HARD WILL
THAT BE FOR HER
TO FIGURE OUT?

PETER ACTUALLY
DATED THIS WOMAN.
REVEALED HIS
SECRET IDENTITY
TO HER.

SHE WAS A
CONVICTED
BURGLAR!
SIGH.

HE MUST'VE
TRUSTED HER.
BUT CAN I?

SOMEONE'S IN
HER OFFICE.
HER PARTNER.
PRIEST? PROUST.

WHAT DID YOU
FIND ON THE
RUSSIANS,
LOOP?

I'M
DUMPING
IT DOWN TO
YOU NOW,
PAUL.

THE KASATANOV
FAMILY USED TO BE
KGB BEFORE THE
SOVIET UNION
FELL APART?

TIES INTO
A LOT OF
NASTY "BLACK
OPS"--IRAN,
IRAQ,
AFGHANISTAN,
EAST
GERMANY...

HOW DID
HAVERSHAW
GET HIMSELF
IN DEBT TO
THESE
GUYS?

JASON--TIED
IN TO RUSSIAN
MOBSTERS?

NEXT I'LL
WALK INTO A
CATERPILLAR
SMOKING A
HOOKAH PIPE!

AIR RAID SIREN
GOES OFF
BETWEEN MY
EARS.

THIS
IS ONLY
A TEST.

IN CASE OF
A REAL
EMERGENCY--

--THE BLACK CAT
WOULD HAVE
SCRATCHED YOUR
EYES OUT!

I'M
DISAPPOINTED,
SPIDER.

THAT
YOU
MISSED?

NO, THAT YOUR
SPIDER-SENSE
DETECTED ME AT
ALL-- IT'S ONLY
SUPPOSED TO DO
THAT IF YOU CON-
SIDERED ME A
THREAT TO YOU!

YOU DON'T
THINK I'M
DANGEROUS,
DO YOU?

JUST
BECAUSE YOU'RE
A CONVICTED FELON
UNDER SUSPICION
OF MURDER?

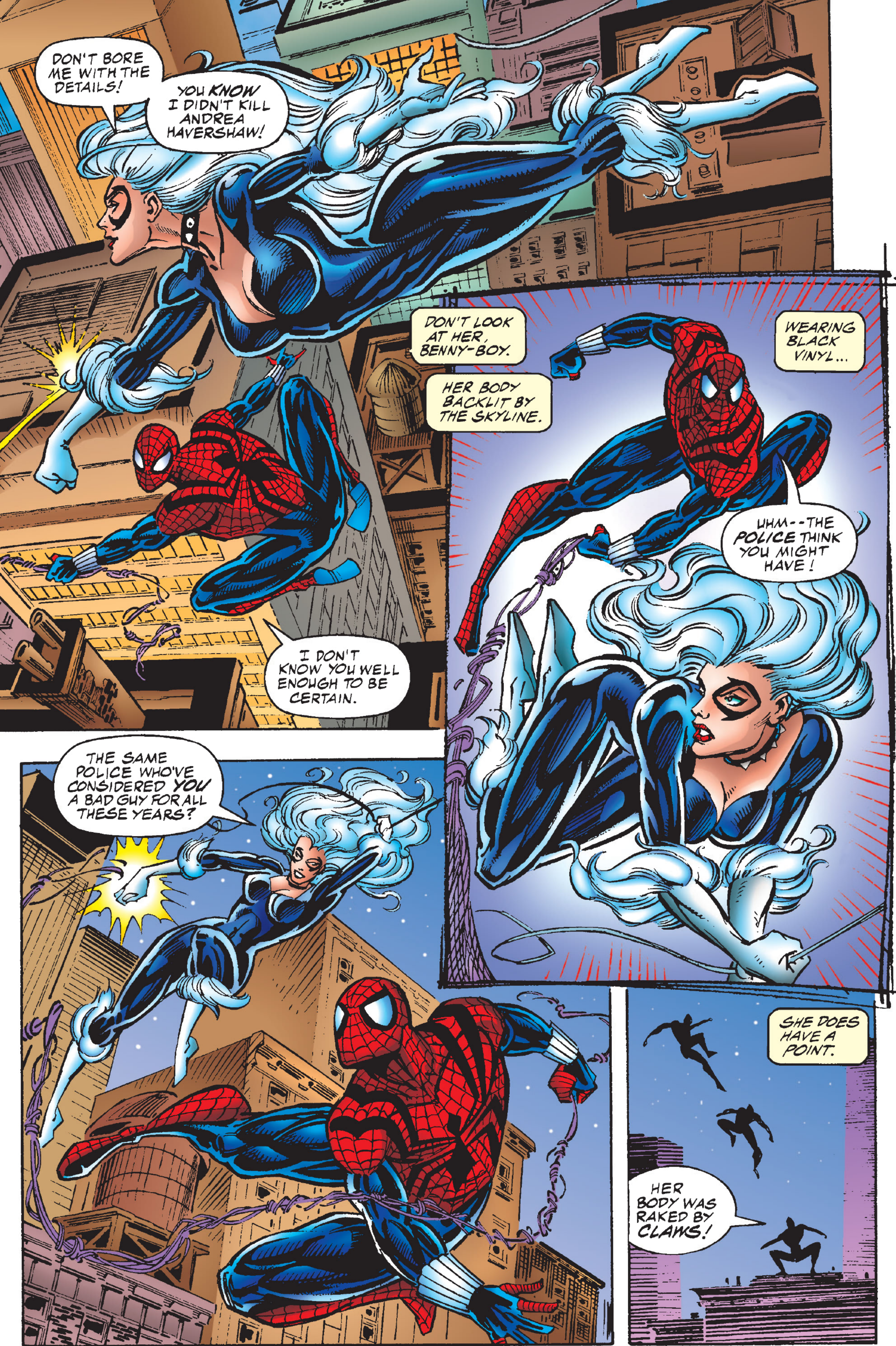
ATOM
BOMBS.

CANCER.

GALACTUS.

THE WAY
SHE FILLS
OUT THAT
COSTUME.

NOOOO,
WHY WOULD
I THINK
THAT?



DON'T BORE ME WITH THE DETAILS!

YOU KNOW I DIDN'T KILL ANDREA HAVERSHAW!

DON'T LOOK AT HER, BENNY-BOY.

HER BODY BACKLIT BY THE SKYLINE.

WEARING BLACK VINYL...

UHM--THE POLICE THINK YOU MIGHT HAVE!

I DON'T KNOW YOU WELL ENOUGH TO BE CERTAIN.

THE SAME POLICE WHO'VE CONSIDERED YOU A BAD GUY FOR ALL THESE YEARS?

SHE DOES HAVE A POINT.

HER BODY WAS RAKED BY CLAWS!



THAT
NARROWS
IT

DOWN
TO
ABOUT

A
THOUSAND
CANDIDATES.

ANOTHER
GOOD POINT.

THWIP

AND THERE'S A
SECURITY VIDEOTAPE
SHOWING YOU ENTERING
HER BUILDING!

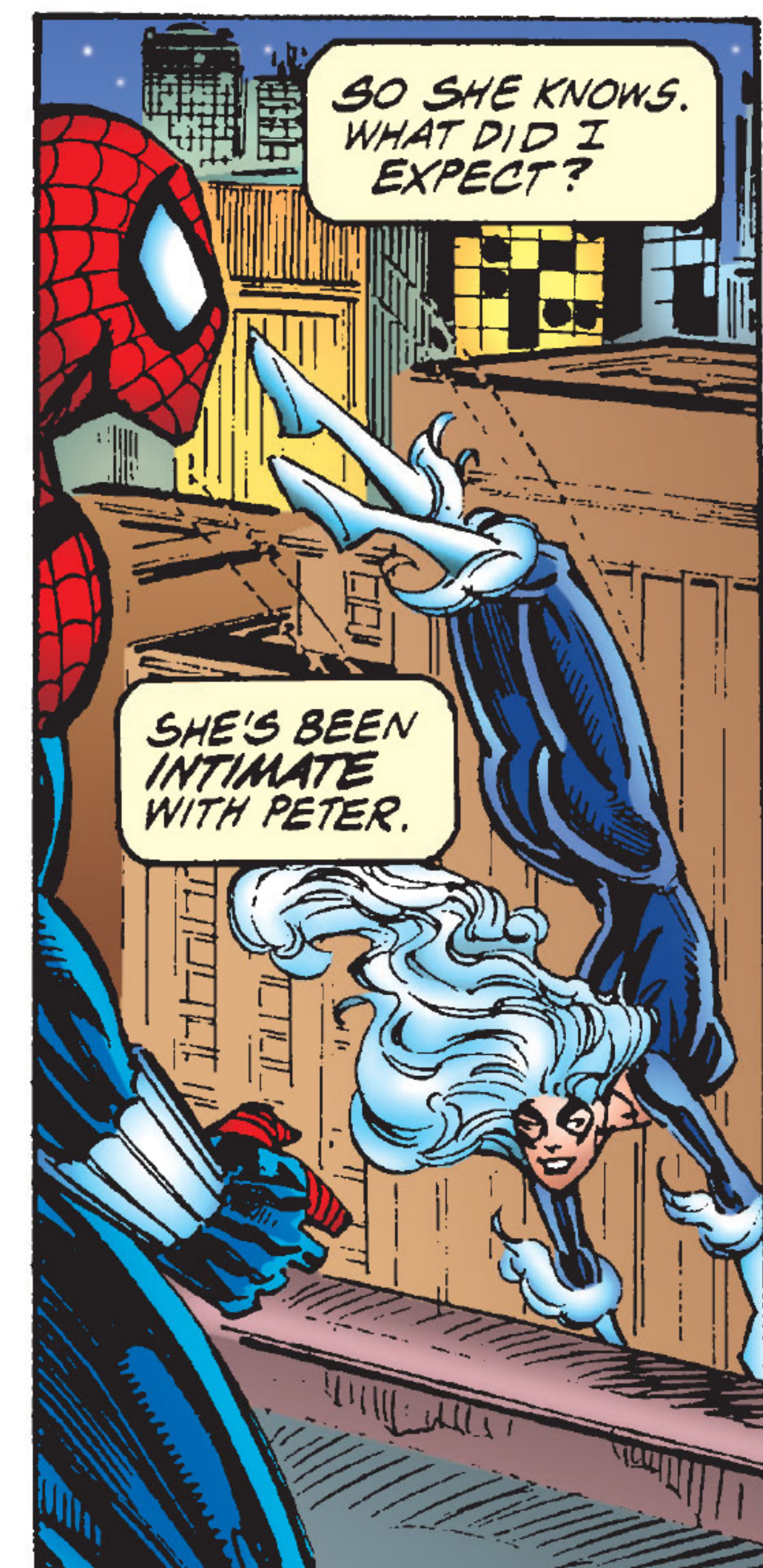


OH, LIKE
I WOULD LET
MYSELF GET
CAUGHT ON
TAPE!

SHOW
ME SOME
RESPECT,
SPIDER!

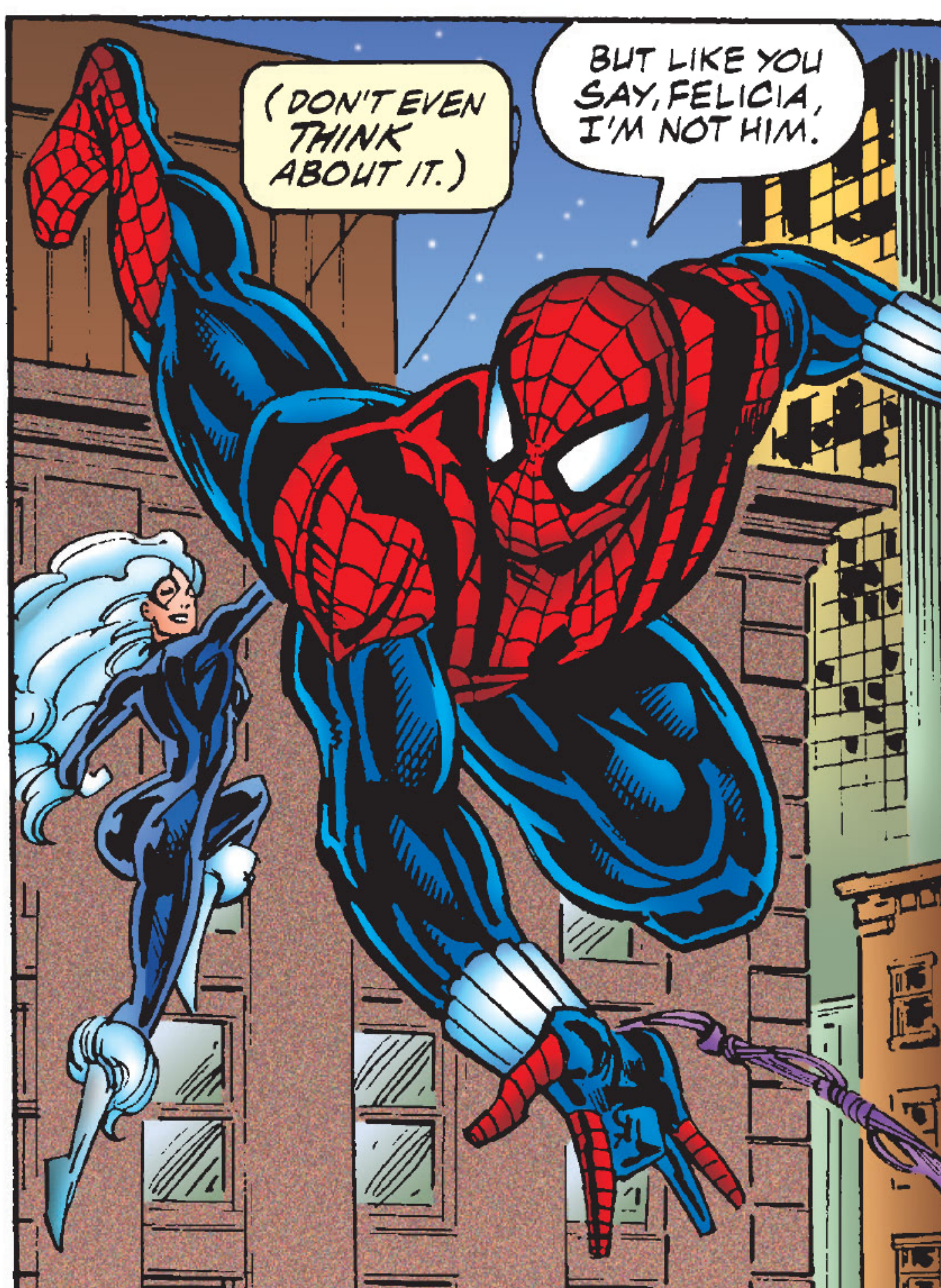
PETER
WOULD
HAVE...

SHREKK



SO SHE KNOWS.
WHAT DID I
EXPECT?

SHE'S BEEN
INTIMATE
WITH PETER.



(DON'T EVEN
THINK
ABOUT IT.)

BUT LIKE YOU
SAY, FELICIA,
I'M NOT HIM.



WELL, IF
YOU WERE, THIS
WOULDN'T BE
AN ISSUE. PETER
KNOWS--

--THAT
THE BLACK
CAT DOES
NOT
KILL!

I WANT TO
BELIEVE YOU,
FELICIA--I
REALLY DO--

REALLY, REALLY, REALLY.



I SHOULDN'T HAVE TO PROVE ANYTHING TO YOU, SPIDER.

ACTUALLY, IN MY OPINION, IT'S THE OTHER WAY AROUND!

WHAT? ARE YOU SERIOUS?

WHAT DO I HAVE TO PROVE TO YOU?

THAT YOU DESERVE THE COSTUME.

THAT YOU DESERVE MY TRUST.

YOUR TRUST?

LADY, I DON'T KNOW WHERE YOU GET OFF--

NO. YOU DON'T.

BUT PETER DID.

THAT'S THE PROBLEM, SPIDER.

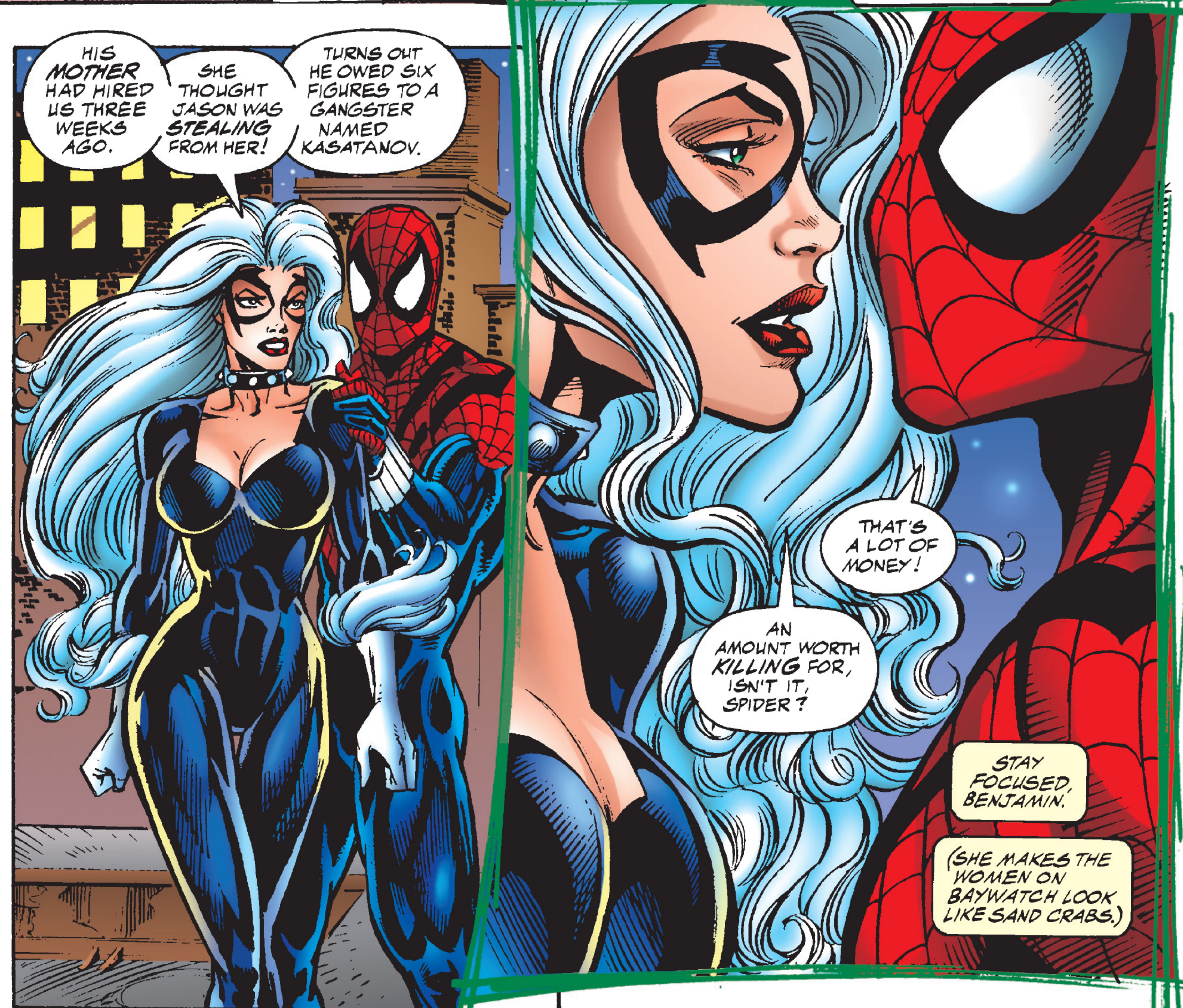
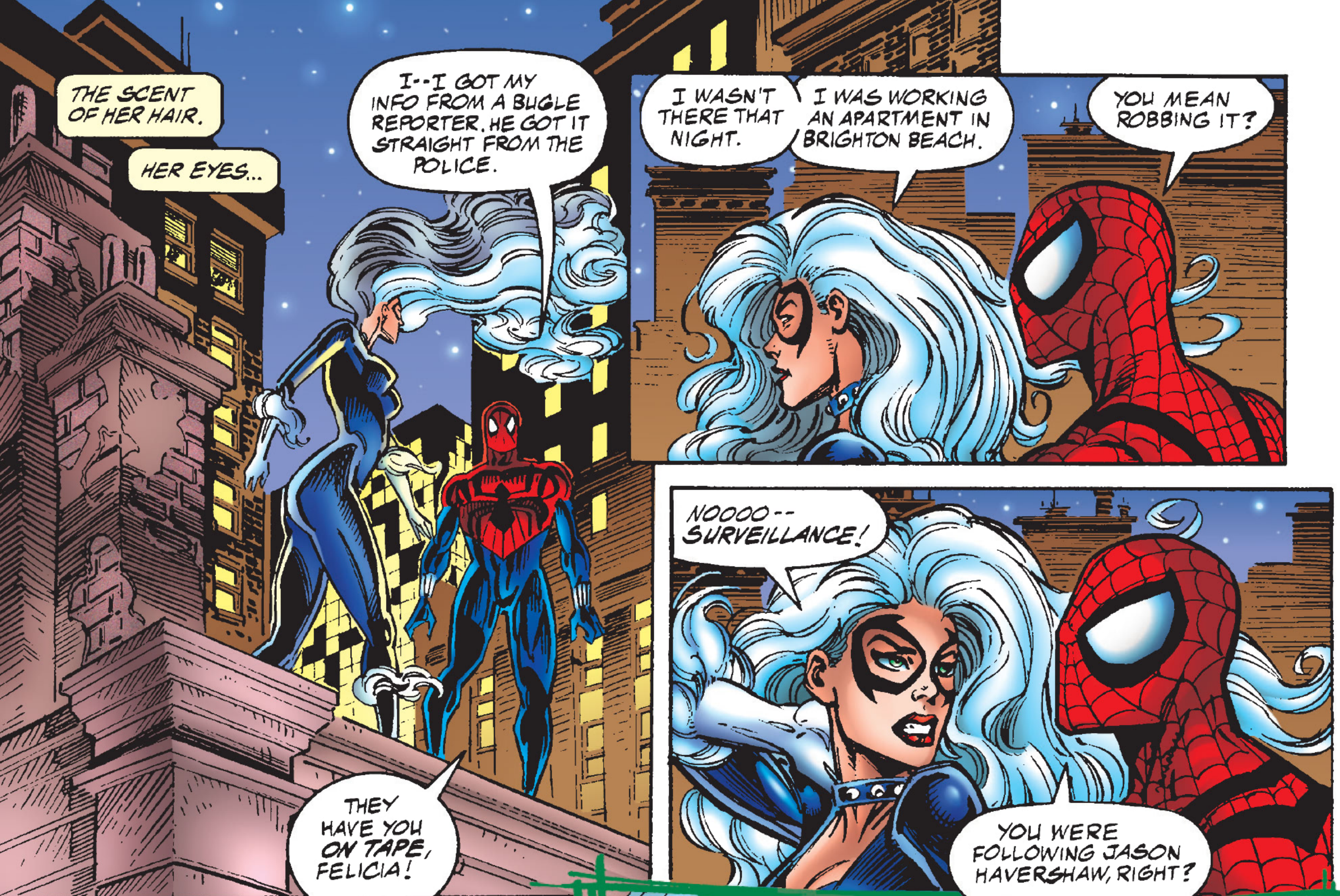


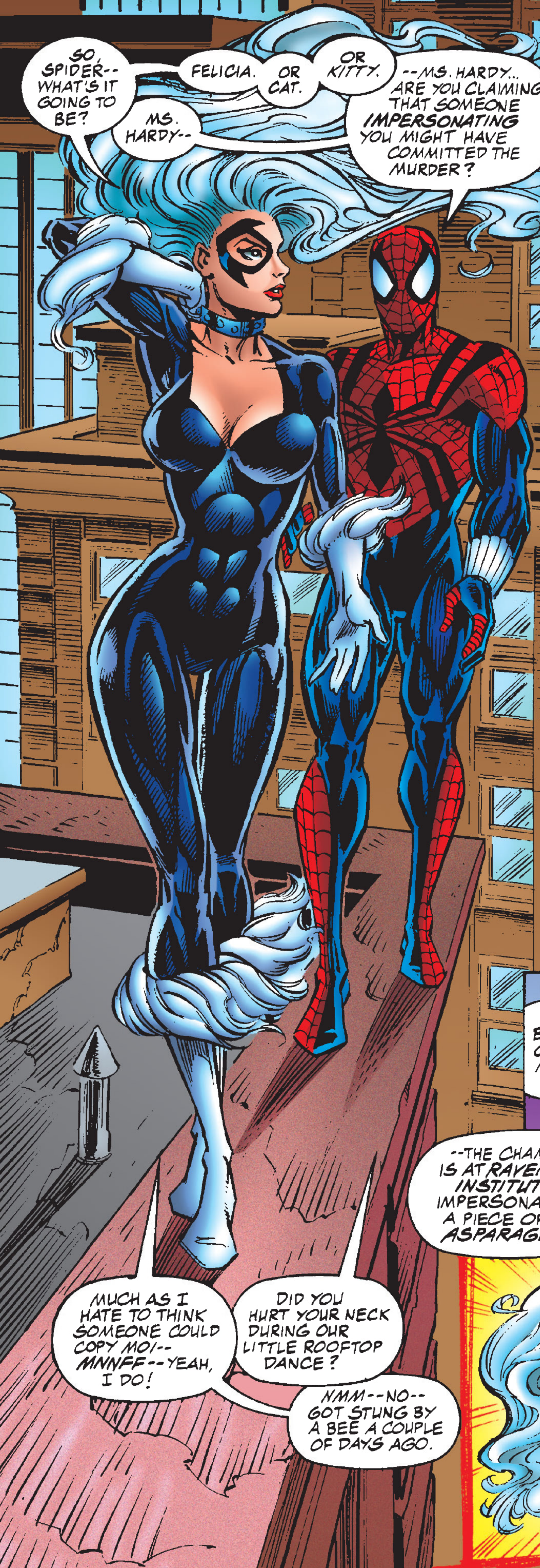
AFTER EVERYTHING PETER AND I HAD BEEN THROUGH, WE'D DEVELOPED A BOND-- A FRIENDSHIP--AND A TRUST.

HE'D BE THERE FOR ME WHENEVER I NEEDED HIM.

LIKE NOW. CAN I SAY THE SAME THING ABOUT YOU?

IGNORE HER FINGERS ON YOUR CHEST.





SO SPIDER--
WHAT'S IT
GOING TO
BE?

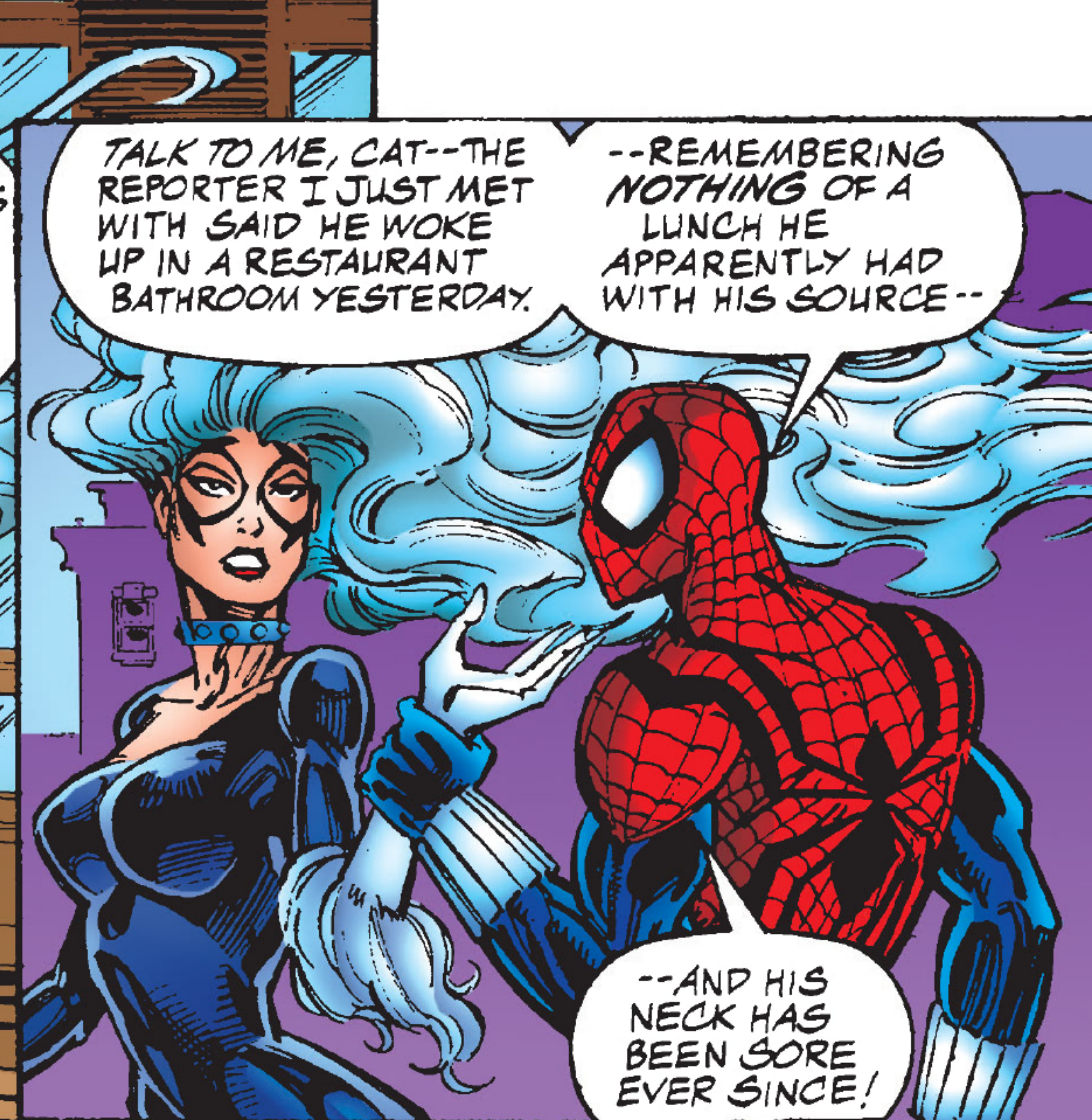
MS.
HARDY--

FELICIA.

OR
CAT.

OR
KITTY.

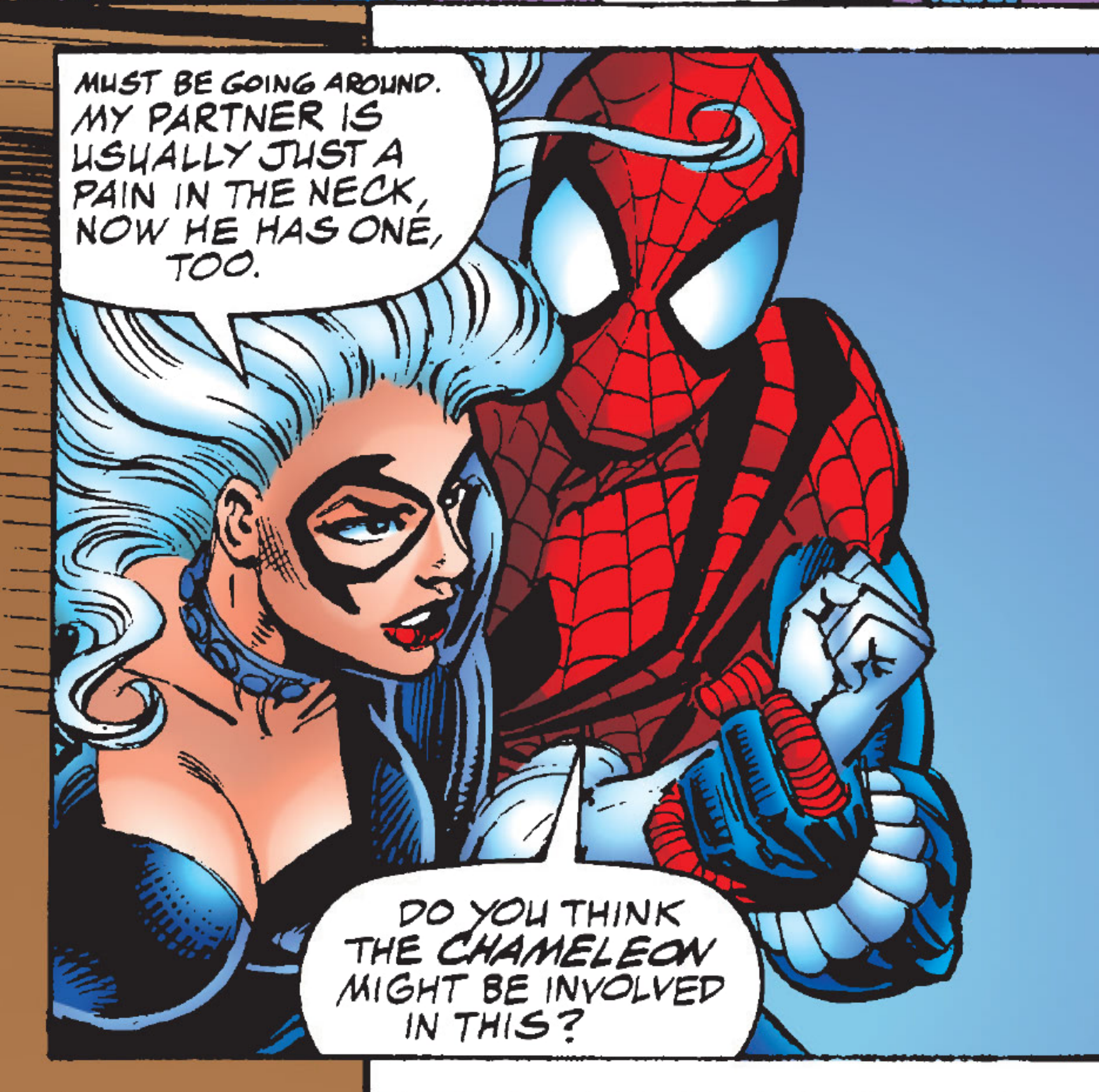
--MS. HARDY...
ARE YOU CLAIMING
THAT SOMEONE
IMPERSONATING
YOU MIGHT HAVE
COMMITTED THE
MURDER?



TALK TO ME, CAT--THE
REPORTER I JUST MET
WITH SAID HE WOKE
UP IN A RESTAURANT
BATHROOM YESTERDAY.

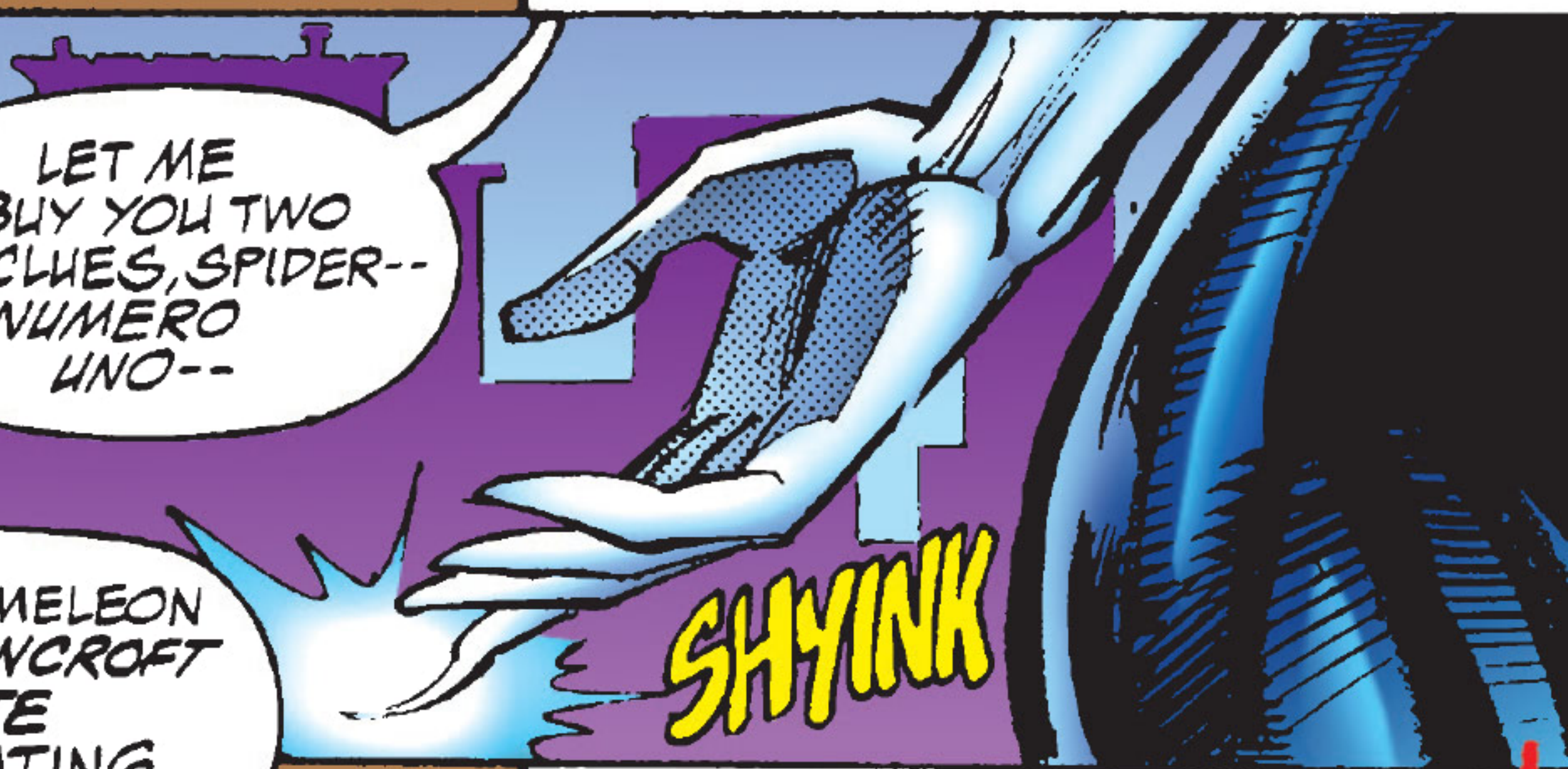
--REMEMBERING
NOTHING OF A
LUNCH HE
APPARENTLY HAD
WITH HIS SOURCE--

--AND HIS
NECK HAS
BEEN SORE
EVER SINCE!



MUST BE GOING AROUND.
MY PARTNER IS
USUALLY JUST A
PAIN IN THE NECK,
NOW HE HAS ONE,
TOO.

DO YOU THINK
THE **CHAMELEON**
MIGHT BE INVOLVED
IN THIS?

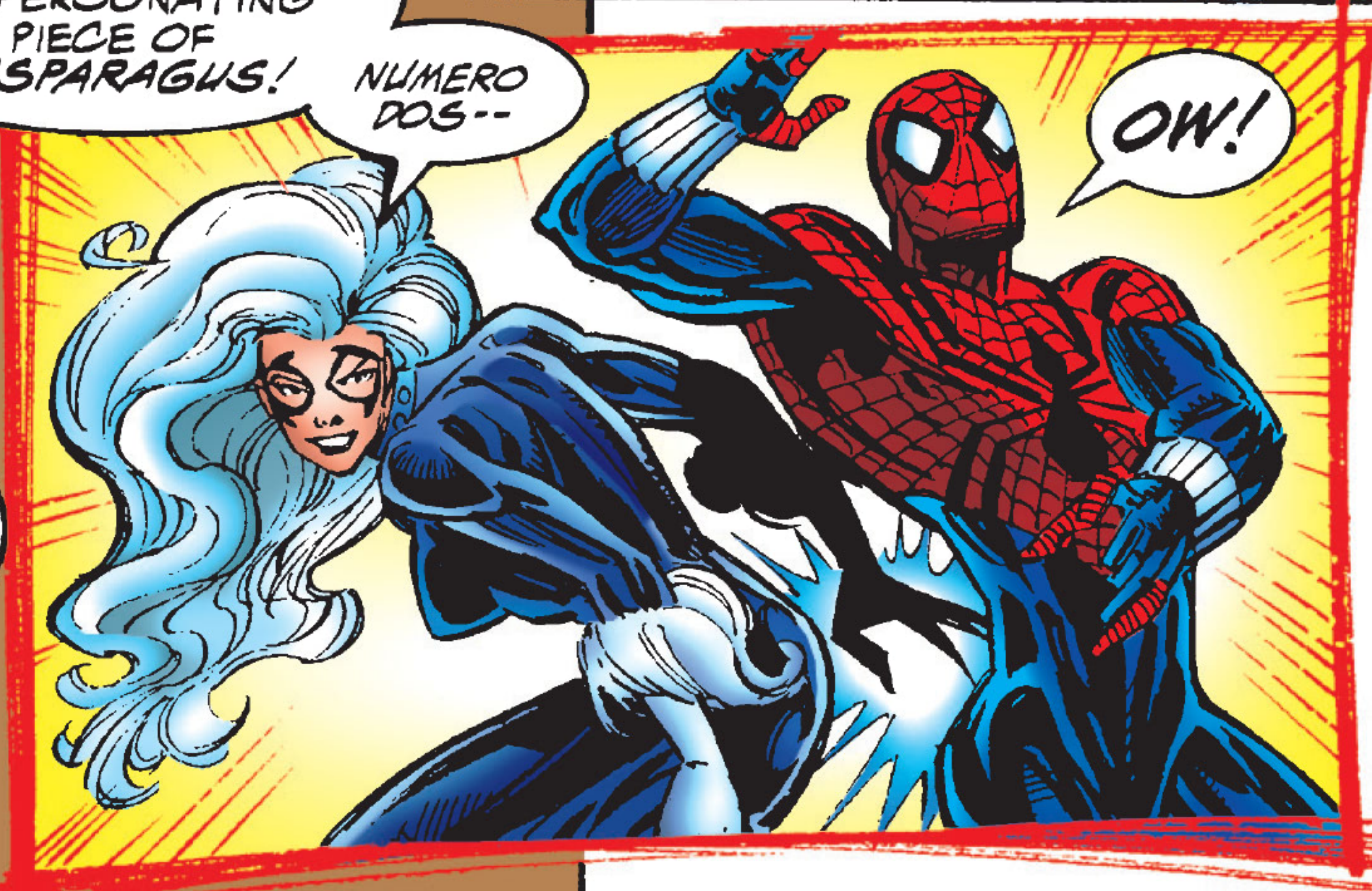


LET ME
BUY YOU TWO
CLUES, SPIDER--
NUMERO
UNO--

SHYINK

--THE CHAMELEON
IS AT RAYENCROFT
INSTITUTE
IMPERSONATING
A PIECE OF
ASPARAGUS!

NUMERO
DOS--

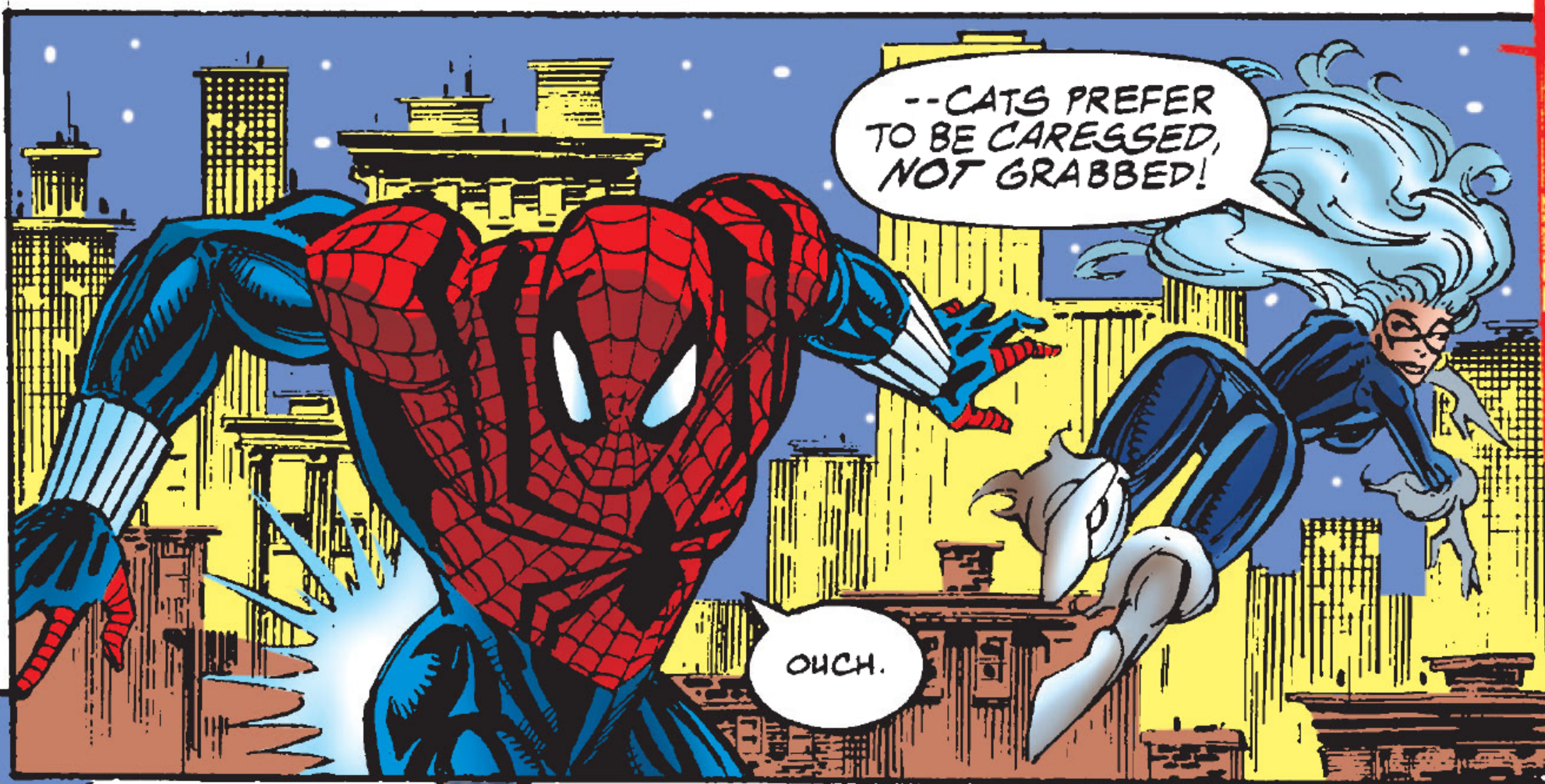


OW!

MUCH AS I
HATE TO THINK
SOMEONE COULD
COPY ME!--
MNNFF--YEAH,
I DO!

DID YOU
HURT YOUR NECK
DURING OUR
LITTLE ROOFTOP
DANCE?

NMM--NO--
GOT STUNG BY
A BEE A COUPLE
OF DAYS AGO.



--CATS PREFER
TO BE CARESSSED,
NOT GRABBED!

OUCH.



YOU'RE A BIT
MORE... CUSHY
IN THE TUSHY...
THAN PETER,
SPIDEY.

SSSTHIPP

MAYBE YOU'RE
NOT CRAWLING
AS MUCH AS YOU
SHOULD BE?

OKAY, CAT,
MAYBE I'M
BEING
STUBBORN--

--AND MAYBE BY SHOWING
ME WHAT KIND OF PERSON
YOU REALLY ARE, I CAN
BELIEVE YOU'RE NOT A
MURDERER.

BUT IF IT WASN'T
THE CHAMELEON
WHO DID THIS, WHO
ELSE COULD IT
HAVE BEEN?



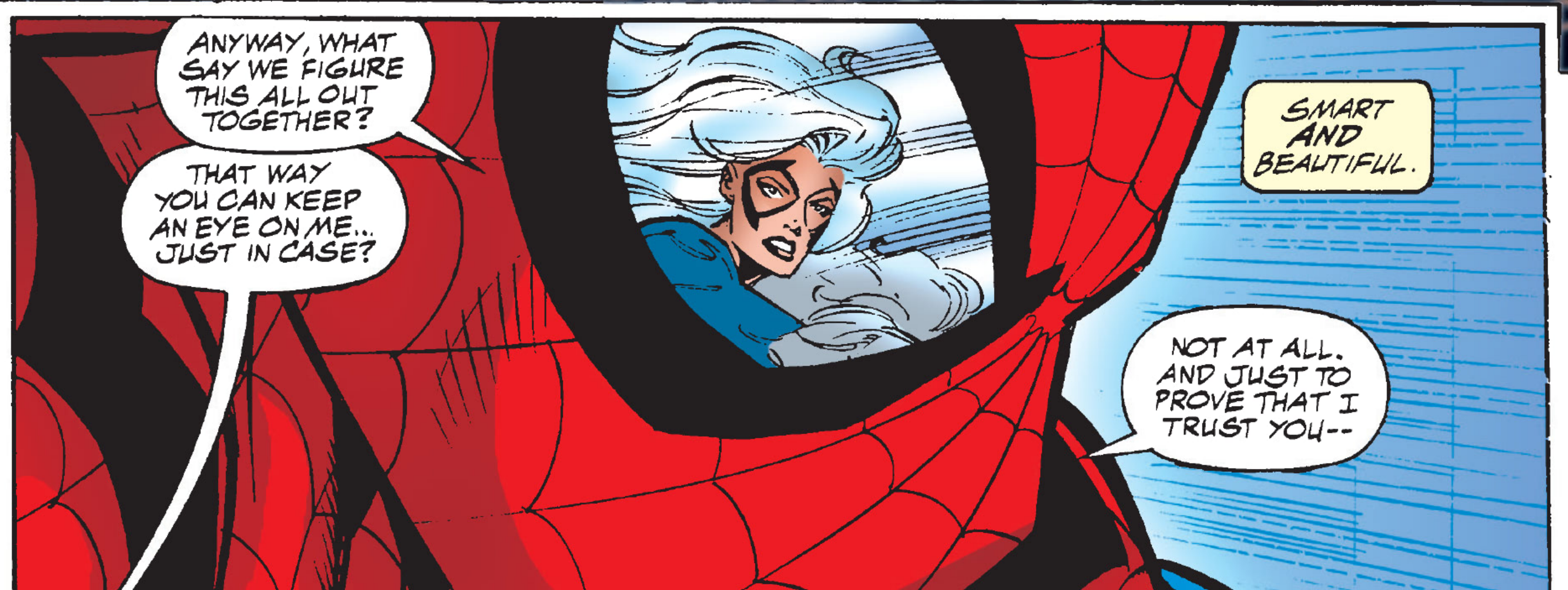
DANA
CARVEY?

YOU
THINK
SO?

UHM... HE'D
HAVE TROUBLE
DOING YOU IN
THE--UHM--
LUNG--AREA--

UH-HUH.

...

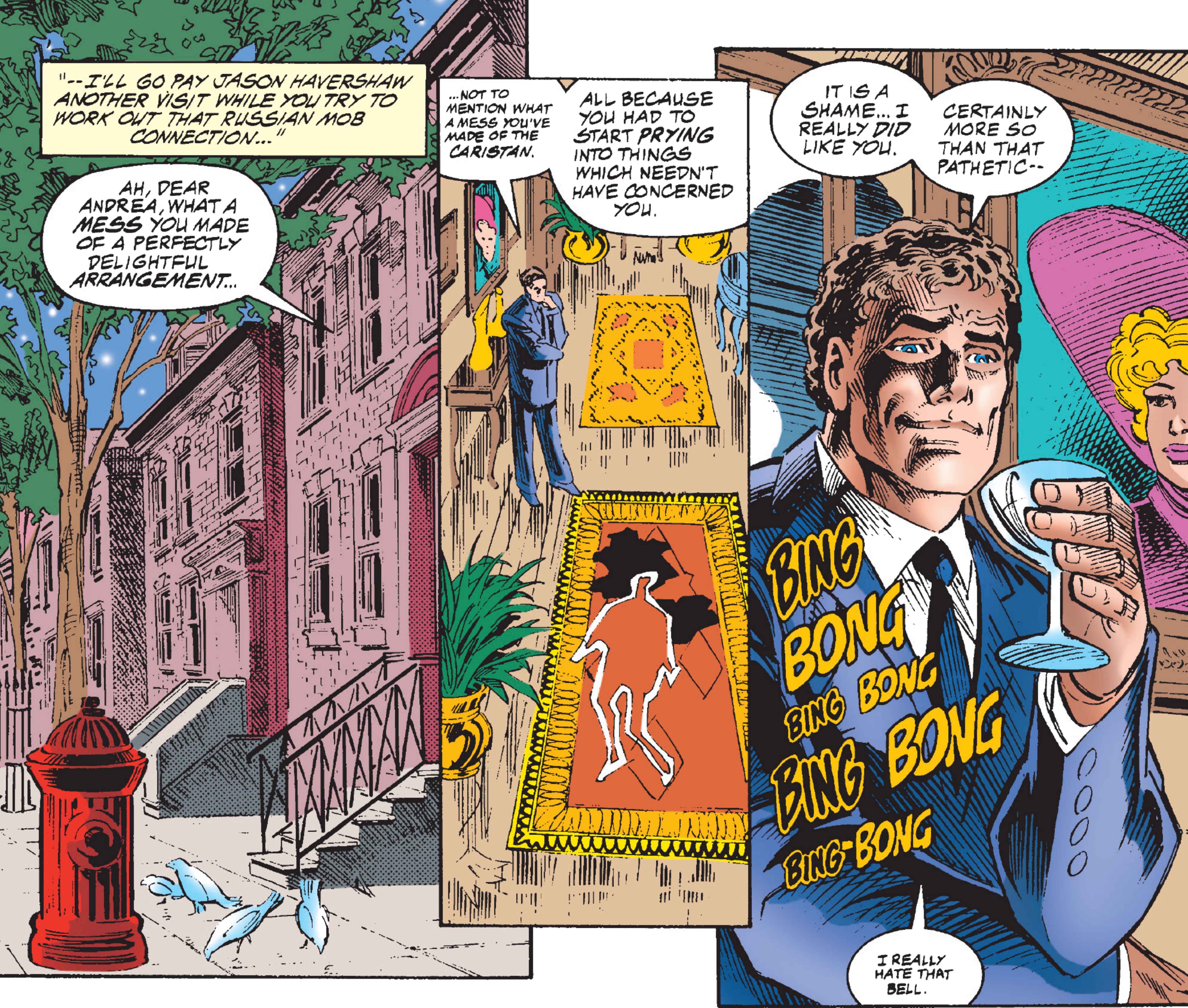


ANYWAY, WHAT
SAY WE FIGURE
THIS ALL OUT
TOGETHER?

THAT WAY
YOU CAN KEEP
AN EYE ON ME...
JUST IN CASE?

SMART
AND
BEAUTIFUL.

NOT AT ALL.
AND JUST TO
PROVE THAT I
TRUST YOU--



"--I'LL GO PAY JASON HAVERSHAW ANOTHER VISIT WHILE YOU TRY TO WORK OUT THAT RUSSIAN MOB CONNECTION..."

AH, DEAR ANDREA, WHAT A MESS YOU MADE OF A PERFECTLY DELIGHTFUL ARRANGEMENT...

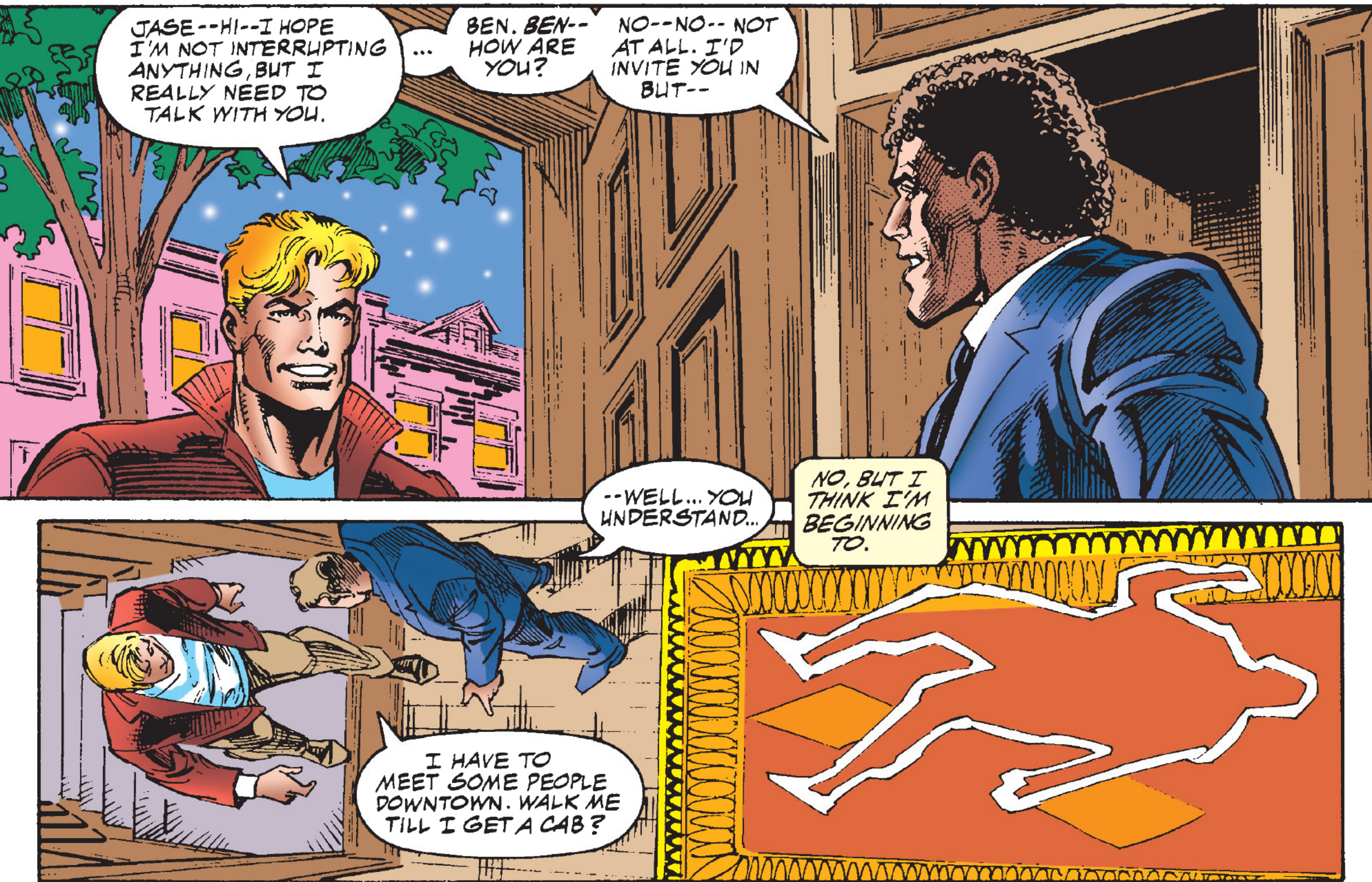
...NOT TO MENTION WHAT A MESS YOU'VE MADE OF THE CARISTAN.

ALL BECAUSE YOU HAD TO START PRYING INTO THINGS WHICH NEEDN'T HAVE CONCERNED YOU.

IT IS A SHAME... I REALLY DID LIKE YOU.

CERTAINLY MORE SO THAN THAT PATHETIC--

I REALLY HATE THAT BELL.



JASE--HI--I HOPE I'M NOT INTERRUPTING ANYTHING, BUT I REALLY NEED TO TALK WITH YOU.

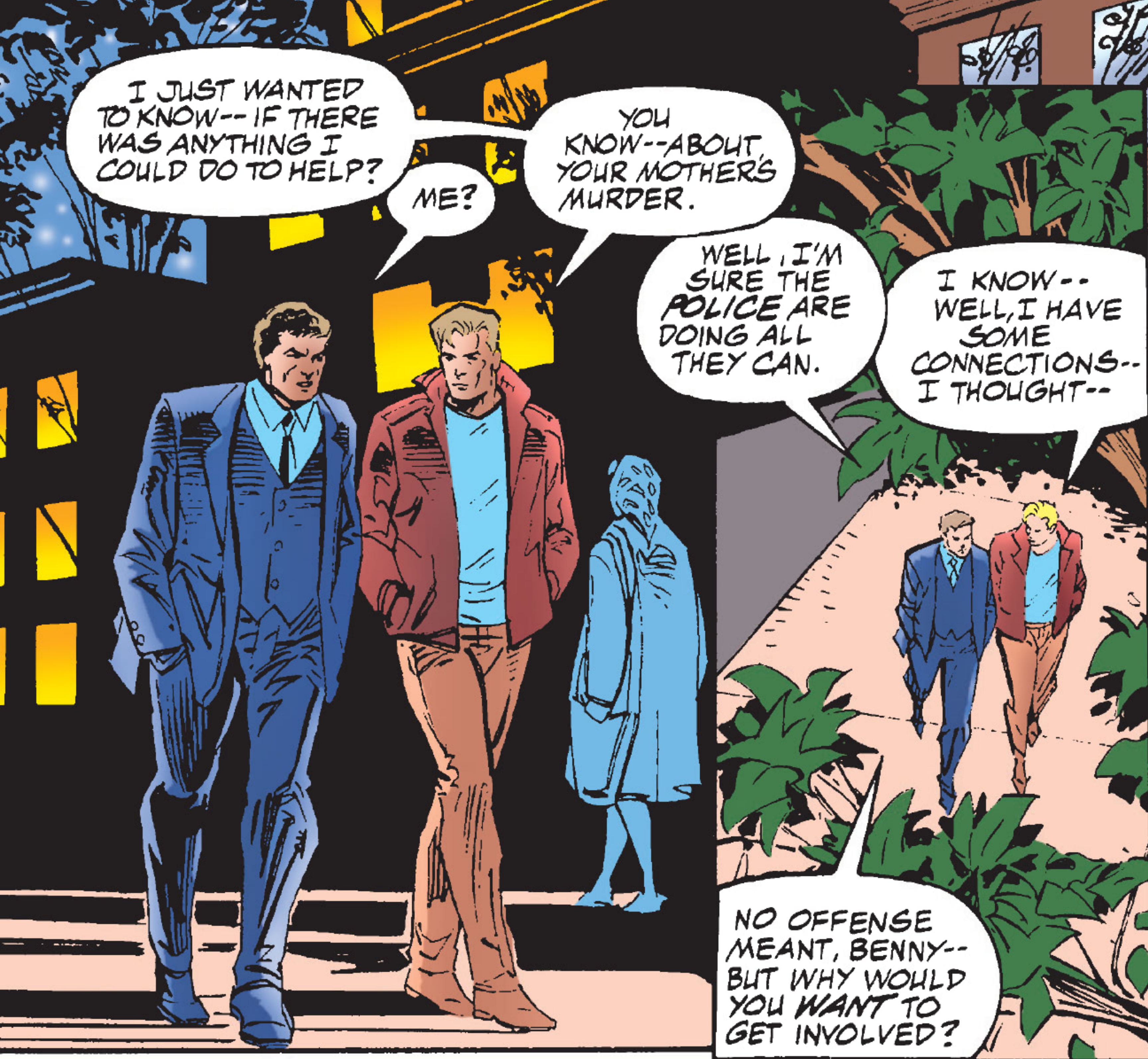
BEN. BEN-- HOW ARE YOU?

NO--NO-- NOT AT ALL. I'D INVITE YOU IN BUT--

--WELL... YOU UNDERSTAND...

NO, BUT I THINK I'M BEGINNING TO.

I HAVE TO MEET SOME PEOPLE DOWNTOWN. WALK ME TILL I GET A CAB?



I JUST WANTED TO KNOW-- IF THERE WAS ANYTHING I COULD DO TO HELP?

ME?

YOU KNOW--ABOUT YOUR MOTHER'S MURDER.

WELL, I'M SURE THE POLICE ARE DOING ALL THEY CAN.

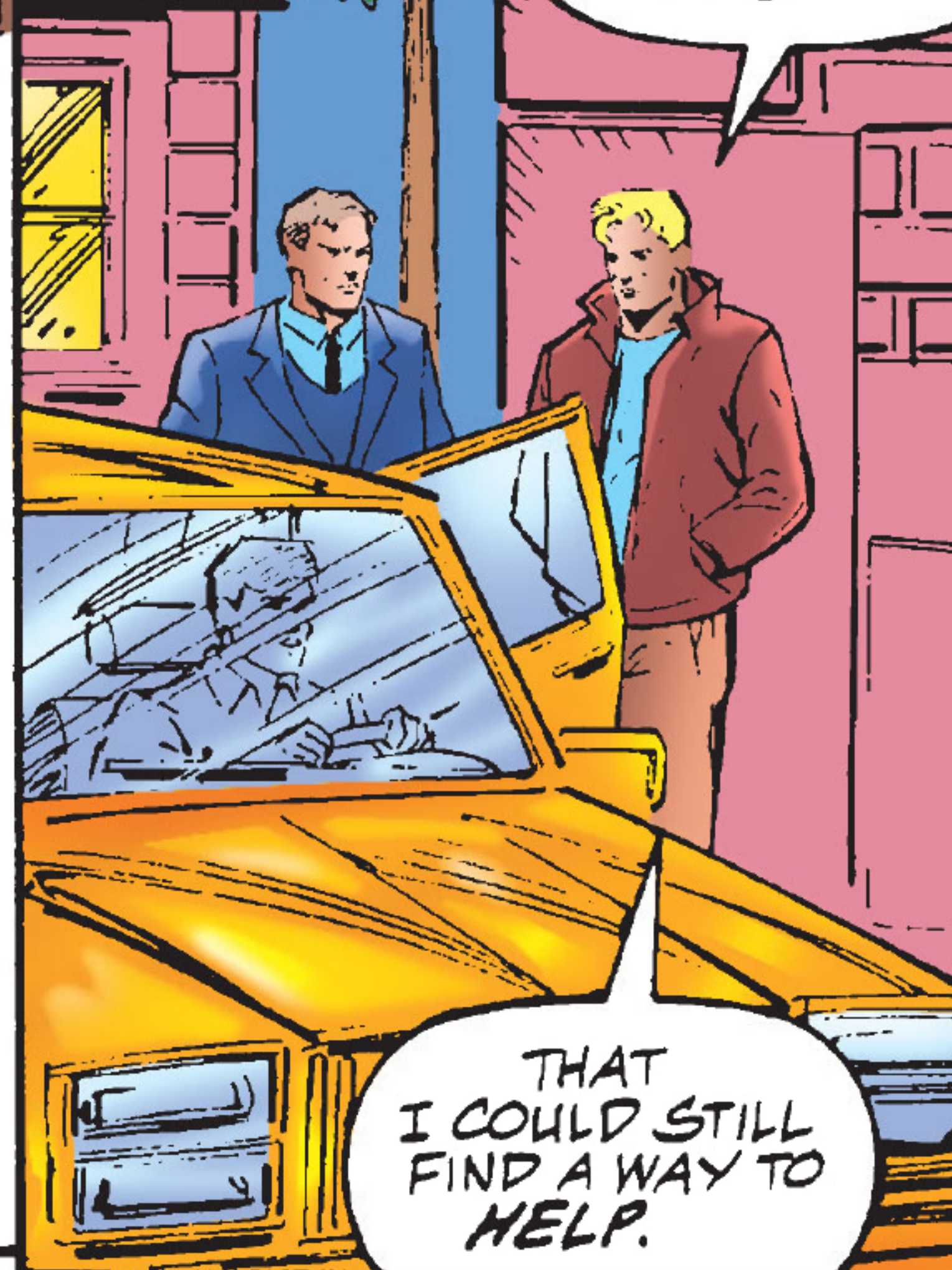
I KNOW-- WELL, I HAVE SOME CONNECTIONS-- I THOUGHT--

NO OFFENSE MEANT, BENNY-- BUT WHY WOULD YOU WANT TO GET INVOLVED?

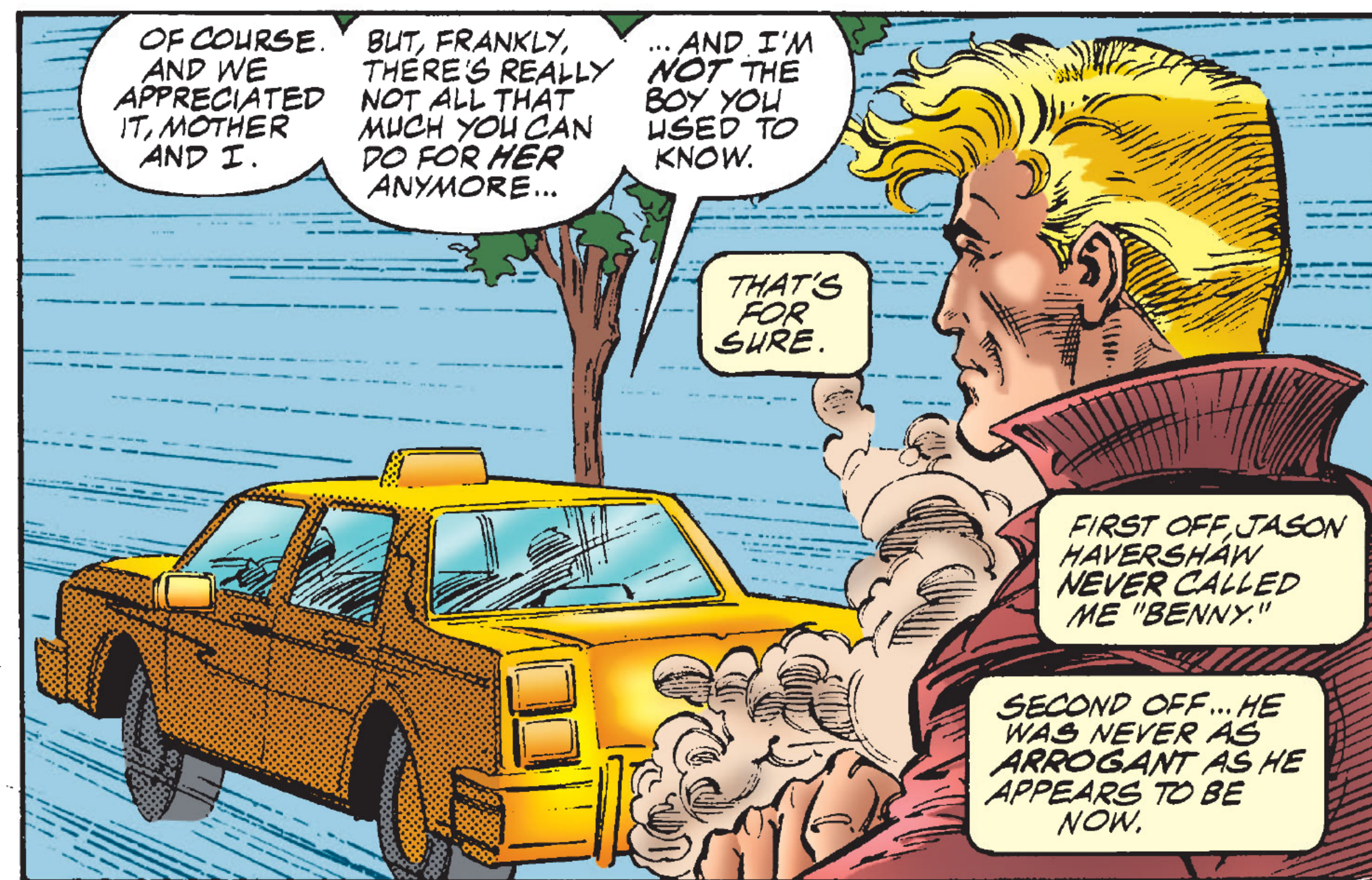
YOUR MOTHER MEANT A LOT TO ME, JASON.

SO DID YOU.

AT A-- DIFFICULT-- TIME IN MY LIFE--YOU BOTH SHOWED ME I COULD STILL MAKE A DIFFERENCE IN PEOPLE'S LIVES.



THAT I COULD STILL FIND A WAY TO HELP.



OF COURSE. AND WE APPRECIATED IT, MOTHER AND I.

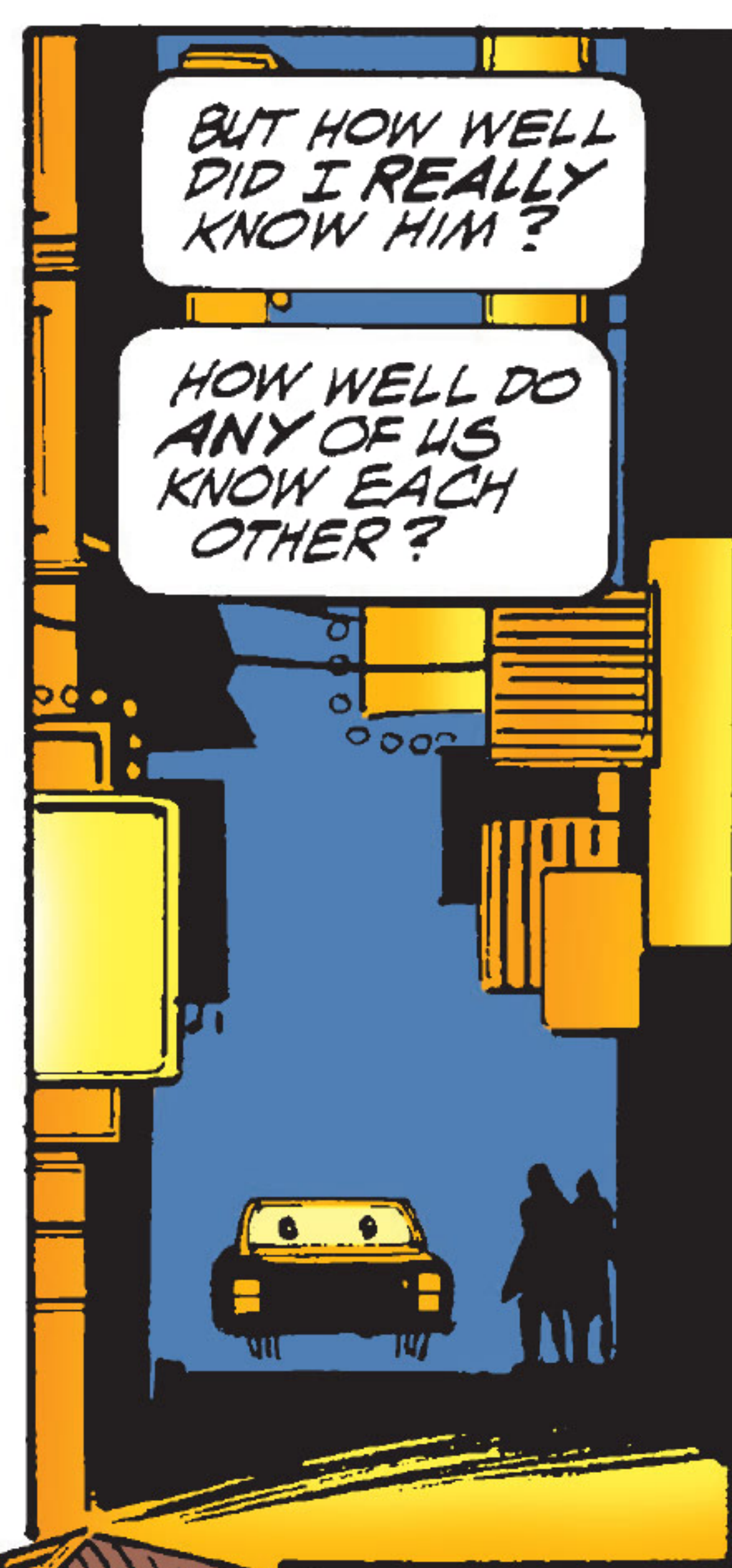
BUT, FRANKLY, THERE'S REALLY NOT ALL THAT MUCH YOU CAN DO FOR HER ANYMORE...

...AND I'M NOT THE BOY YOU USED TO KNOW.

THAT'S FOR SURE.

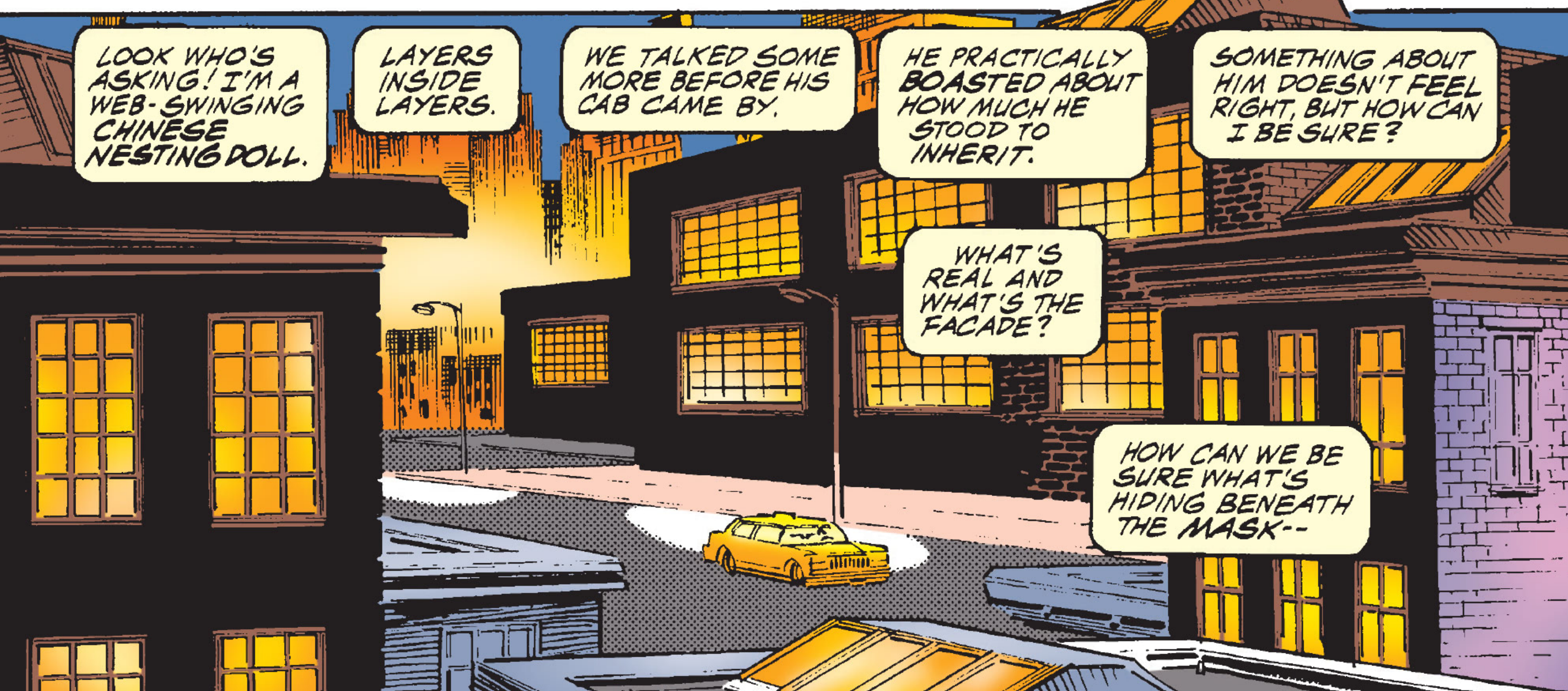
FIRST OFF, JASON HAVERSHAW NEVER CALLED ME "BENNY."

SECOND OFF... HE WAS NEVER AS ARROGANT AS HE APPEARS TO BE NOW.



BUT HOW WELL DID I REALLY KNOW HIM?

HOW WELL DO ANY OF US KNOW EACH OTHER?



LOOK WHO'S ASKING! I'M A WEB-SWINGING CHINESE NESTING DOLL.

LAYERS INSIDE LAYERS.

WE TALKED SOME MORE BEFORE HIS CAB CAME BY.

HE PRACTICALLY BOASTED ABOUT HOW MUCH HE STOOD TO INHERIT.

SOMETHING ABOUT HIM DOESN'T FEEL RIGHT, BUT HOW CAN I BE SURE?

WHAT'S REAL AND WHAT'S THE FACADE?

HOW CAN WE BE SURE WHAT'S HIDING BENEATH THE MASK--



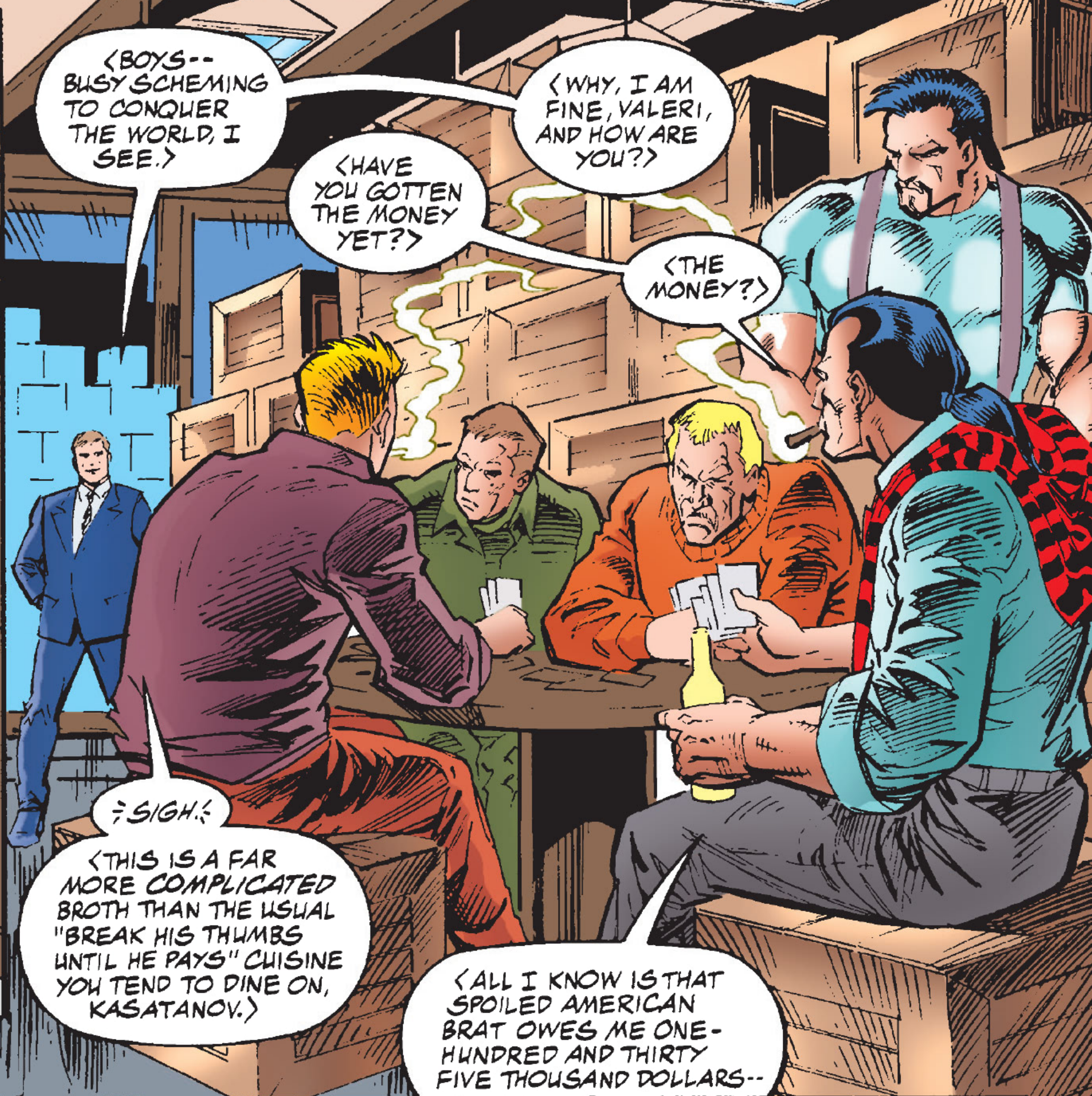
-- OF ANYONE WE MEET?

CLIK
KLIK

<IT'S ME.>

<IS VALERI HERE?>

DA.



<BOYS--
BUSY SCHEMING
TO CONQUER
THE WORLD, I
SEE.>

<HAVE
YOU GOTTEN
THE MONEY
YET?>

<WHY, I AM
FINE, VALERI,
AND HOW ARE
YOU?>

<THE
MONEY?>

= SIGH =

<THIS IS A FAR
MORE COMPLICATED
BROTH THAN THE USUAL
"BREAK HIS THUMBS
UNTIL HE PAYS" CUISINE
YOU TEND TO DINE ON,
KASATANOV.>

<ALL I KNOW IS THAT
SPOILED AMERICAN
BRAT OWES ME ONE-
HUNDRED AND THIRTY
FIVE THOUSAND DOLLARS--



<--AND SEVENTY-
TWO CENTS!>



<VAL... YOU'RE
ADORABLE
WHEN YOUR NOSE
GLOWS RED LIKE
THAT.>

<LIGHTEN UP
ON THE STOLIE--
AND THE STOGIE--
DEAR BOY.>

<I HAVE TOLD YOU,
WHEN I AM FINISHED,
YOU WILL HAVE ONE
HUNDRED TIMES WHAT
JASON HAVERSHAW
OWED YOU!>

SUCH A NICE NIGHT
FOR A MIDNIGHT STROLL.

GEE WHIZ, THE BIG
APPLE SURE HAS
CHANGED IN THE
TIME I WAS GONE.

THE IDLE RICH HAVE NO
PROBLEMS TAKING A
WALK THROUGH A CESSPOOL
LIKE ALPHABET CITY
ANYMORE!

OH, LOOKEE
HERE. IT'S
A PARTY.

GO
FIGURE.

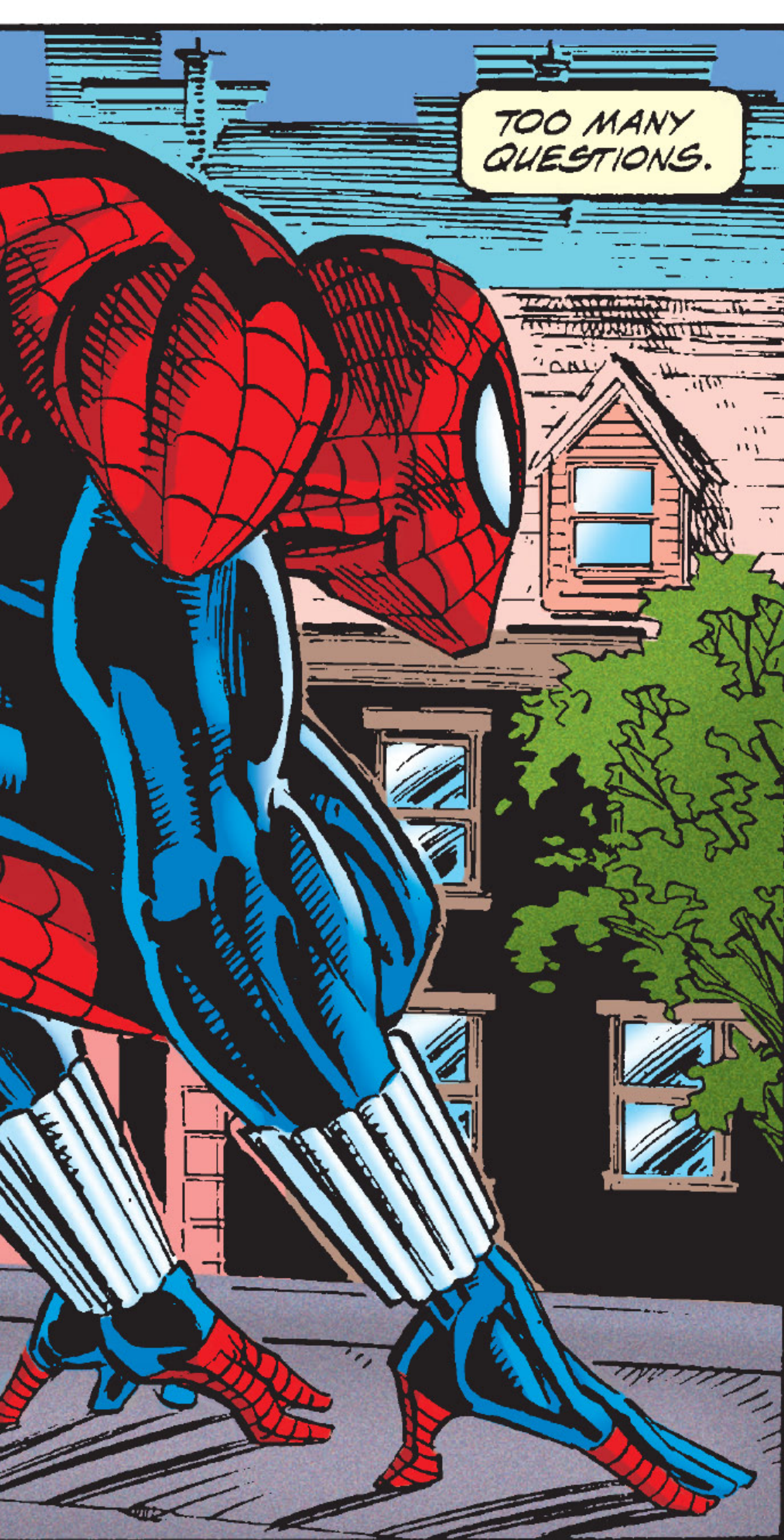
SOMEONE ELSE
IS FOLLOWING
JASON AS WELL.

THE CAR MIGHT
AS WELL HAVE
"UNMARKED
POLICE VEHICLE"
STENCILED ON
ITS ROOF!

ARE THE COPS
SUSPICIOUS
OF HIM ALSO?

COULD THE BLACK
CAT ANGLE HAVE
BEEN JUST A RUSE
TO TRY AND GET
JASON TO MAKE
A MISTAKE?

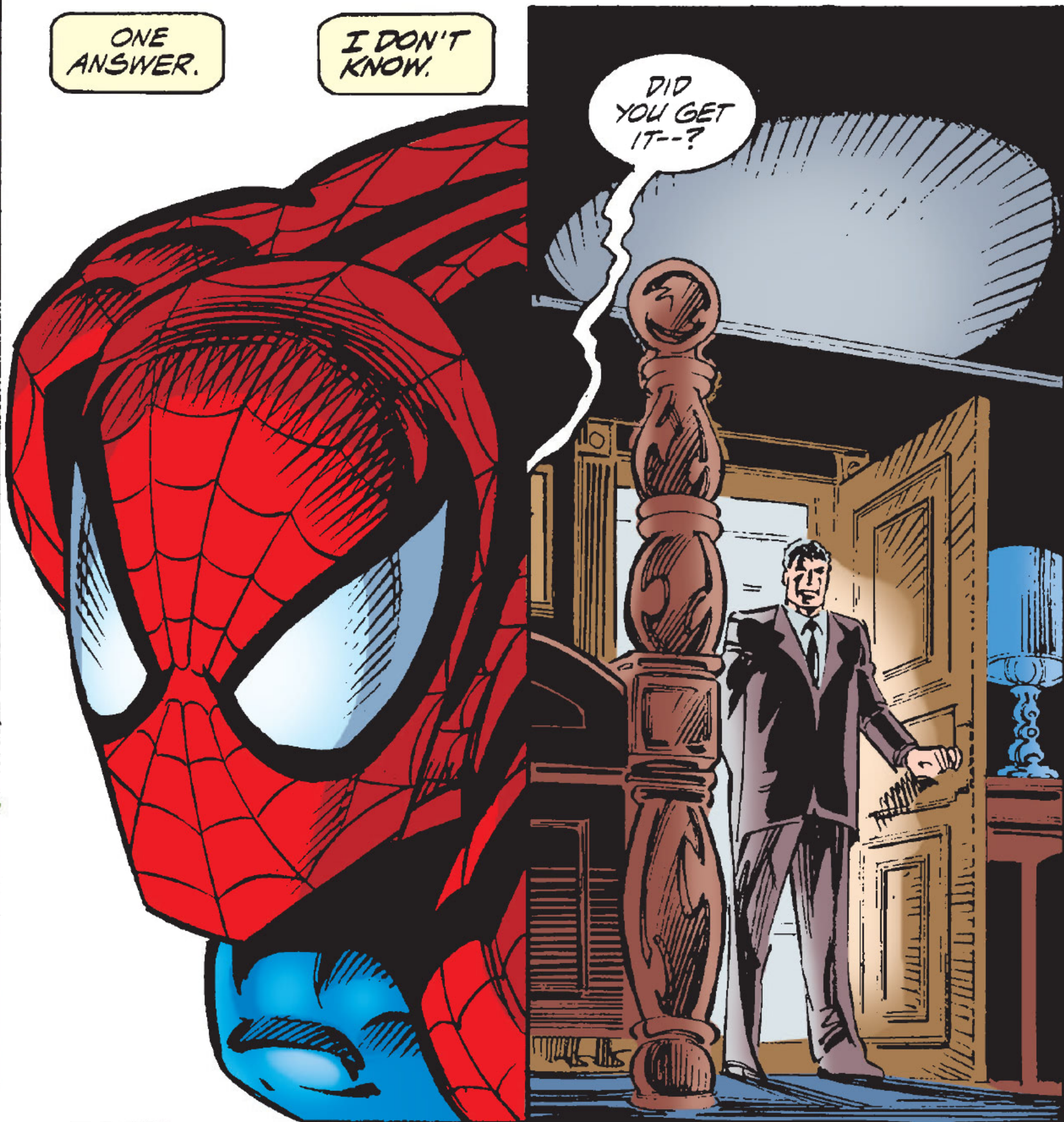
AND IS THE JASON
I KNEW CAPABLE
OF KILLING HIS
OWN MOTHER?



TOO MANY QUESTIONS.

ONE ANSWER.

I DON'T KNOW.

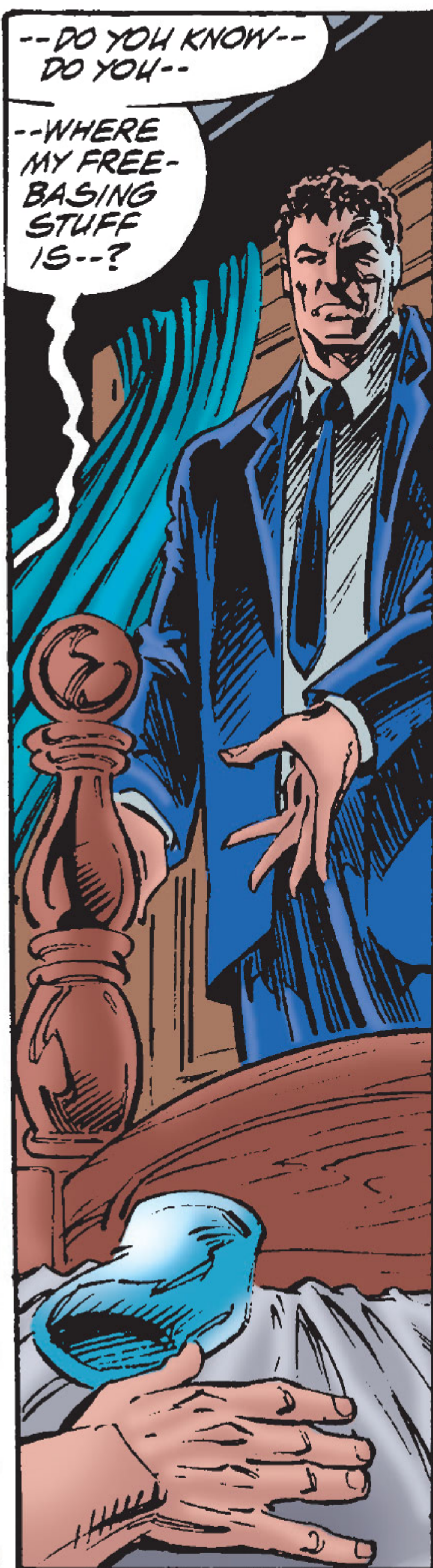


DID YOU GET IT--?



HERE.

AAAAH--



--DO YOU KNOW-- DO YOU--

--WHERE MY FREE-BASING STUFF IS--?



PATHETIC, JASON.

ABSOLUTELY PATHETIC.



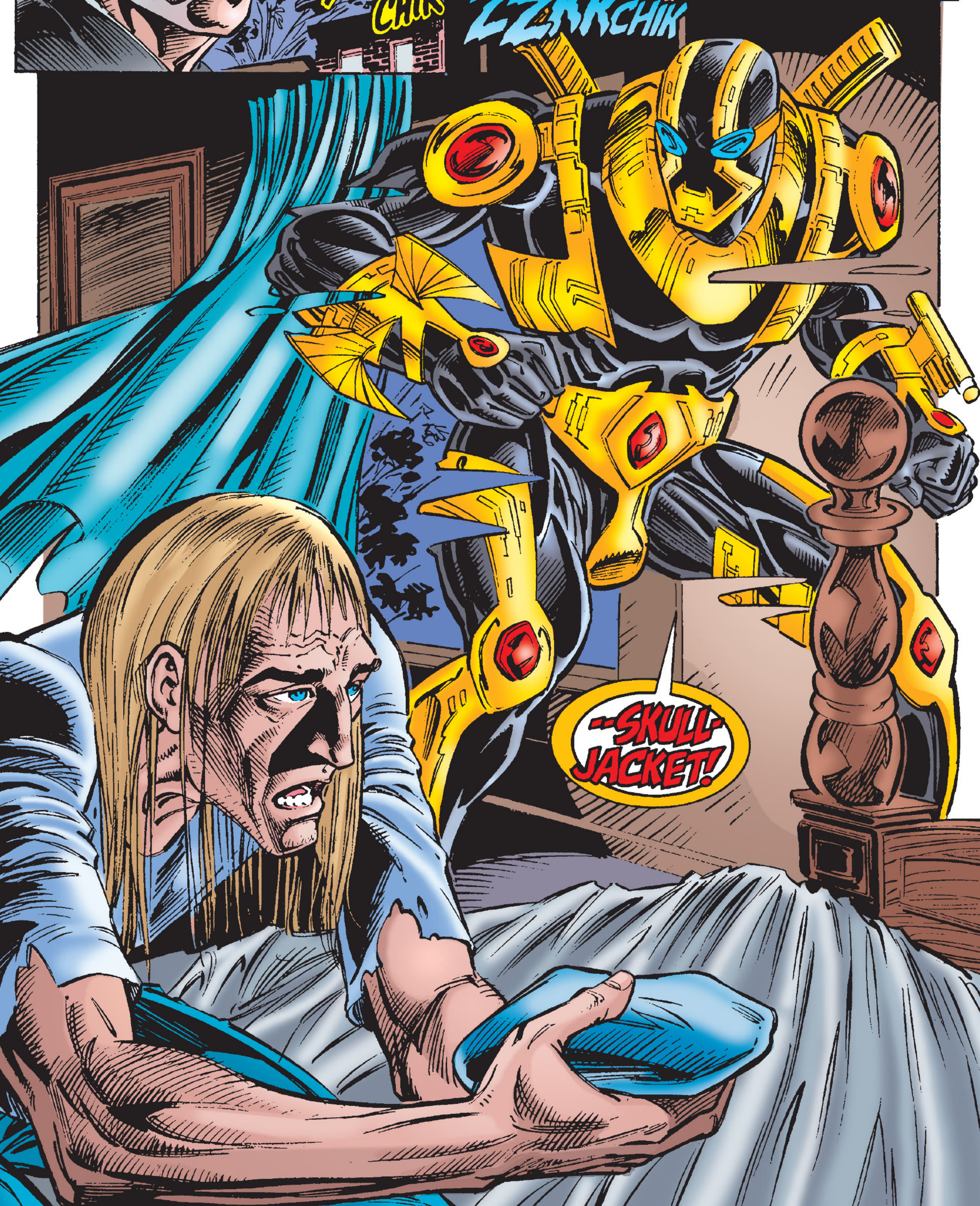
LUCKY FOR ME
THOUGH, THAT I ONLY
HAVE A FEW MORE
WEEKS OF PUTTING
UP WITH YOU.

**ZZKK
CHIK**

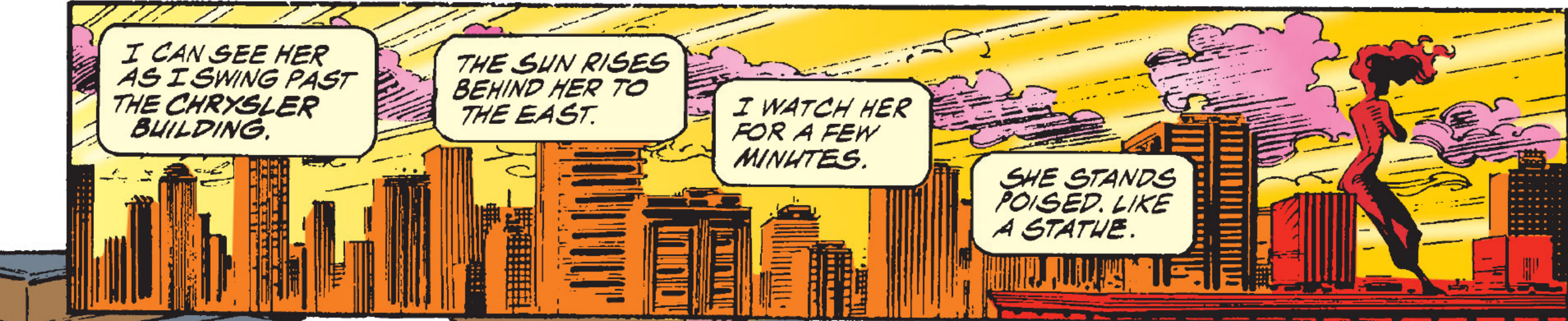


AND THEN, YOUR
MOTHER'S ENTIRE
ESTATE WILL
BELONG TO--

ZZKKCHIK



**--SKULL-
JACKET!**

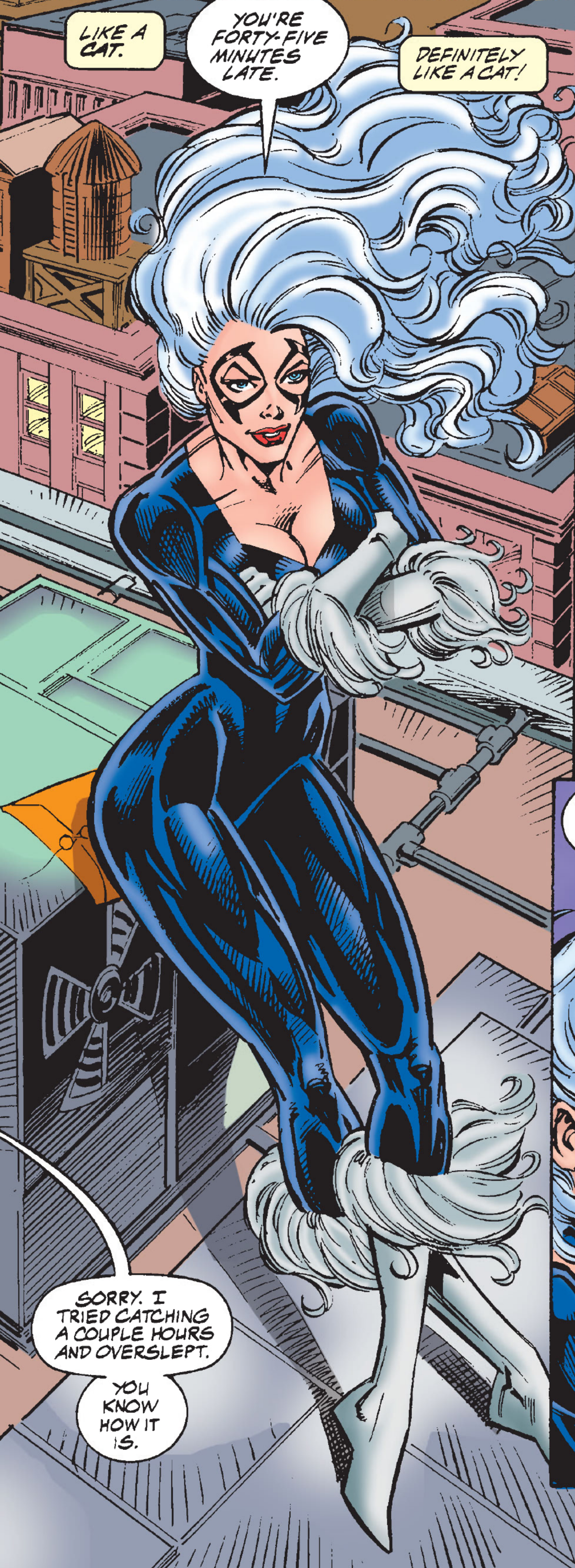


I CAN SEE HER
AS I SWING PAST
THE CHRYSLER
BUILDING.

THE SUN RISES
BEHIND HER TO
THE EAST.

I WATCH HER
FOR A FEW
MINUTES.

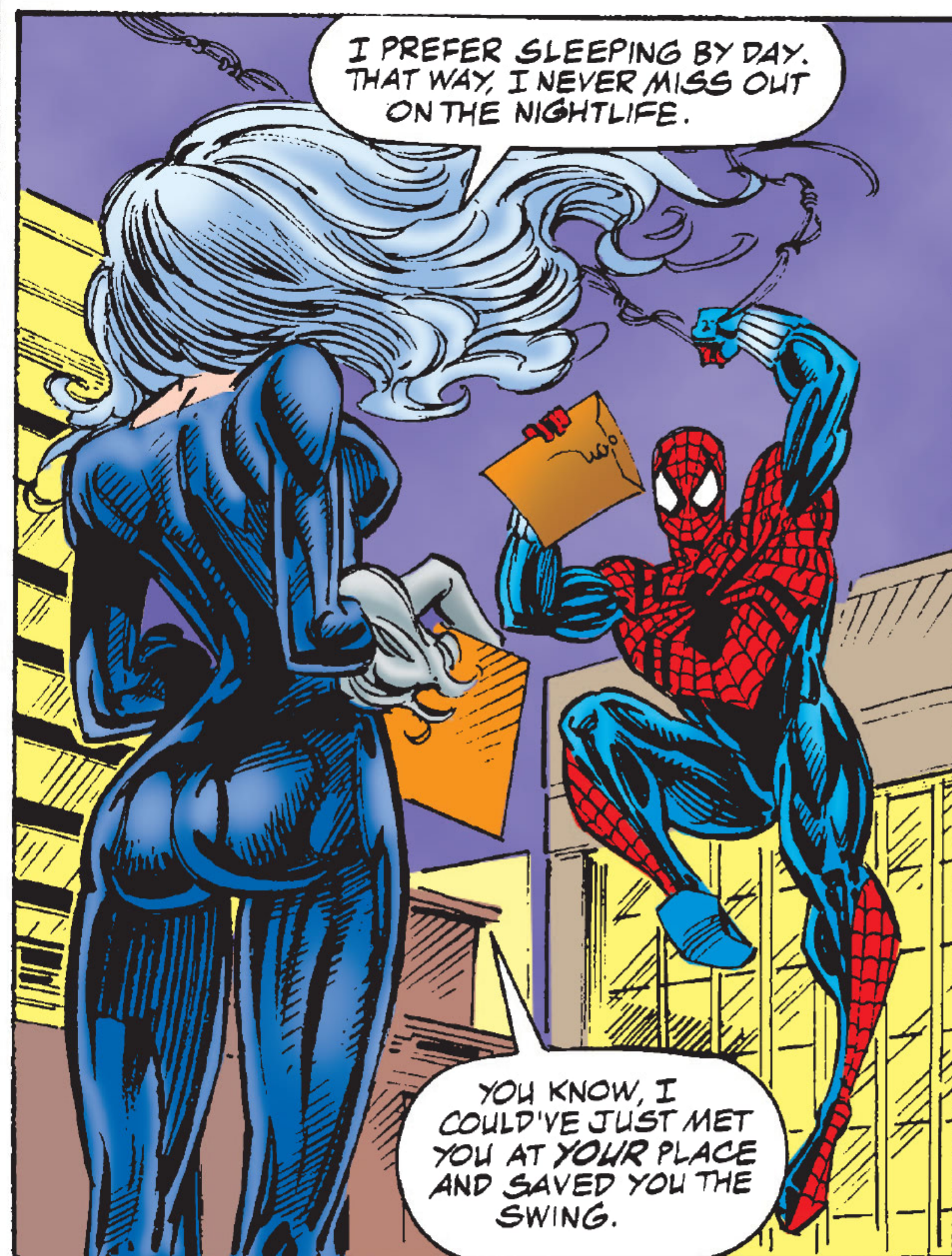
SHE STANDS
POISED. LIKE
A STATUE.



LIKE A
CAT.

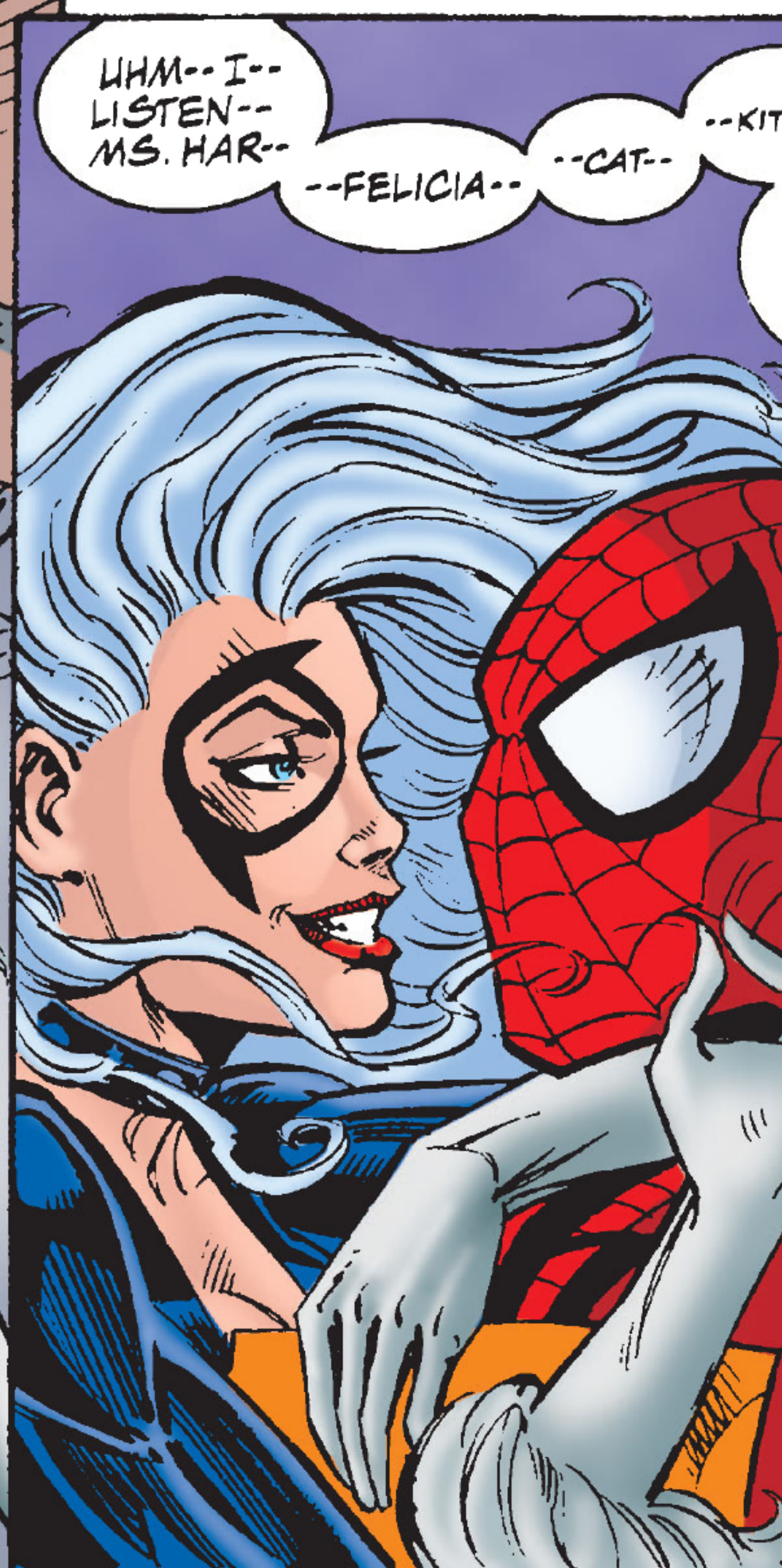
YOU'RE
FORTY-FIVE
MINUTES
LATE.

DEFINITELY
LIKE A CAT!



I PREFER SLEEPING BY DAY.
THAT WAY, I NEVER MISS OUT
ON THE NIGHTLIFE.

YOU KNOW, I
COULD'VE JUST MET
YOU AT YOUR PLACE
AND SAVED YOU THE
SWING.



UHM--I--
LISTEN--
MS. HAR--

--FELICIA--

--CAT--

--KITTY--

CAT--
I'M NOT
HIM. I'M
ME!

AND
ME PREFERENCES
SOME
DISTANCE
BETWEEN
US.



SORRY. I
TRIED CATCHING
A COUPLE HOURS
AND OVERSLEPT.

YOU
KNOW
HOW IT
IS.



DO YOU, REALLY--?

NO.

YES!

WHAT DID YOU GET?

SHOW ME YOURS AND I'LL SHOW YOU MINE.

OH, WAIT, TOO LATE... I'VE ALREADY SEEN YOURS...

HEY!

GEEZ, LIGHTEN UP! YOU'RE TIGHT ENOUGH TO PASS DIAMONDS!

YOU GO AHEAD AND TELL ME WHAT YOU GOT!

JASON STANDS TO INHERIT OVER TWENTY FOUR MILLION DOLLARS.

AND THE COPS HAVE SUSPECTED HIM ALL ALONG.

YOU MEAN MY FACE IS GOING TO BE PLASTERED ALL OVER THIS MORNING'S BUGLE--

--AND THE COPS KNOW I DIDN'T KILL HIM?

LISTEN, CAT-- THEY HAVE YOU ON VIDEOTAPE IN ANDREA'S HOUSE!

MAYBE THEY SUSPECT JASON HIRED YOU TO KILL HIS MOTHER?

I KNOW EXACTLY WHAT YOU MEAN, SPIDER.

WHY SHOULDN'T THE COPS THINK I'D DOUBLE-CROSS ANDREA FOR A BUCK?

MAYBE THEY'RE PUTTING THE SQUEEZE ON YOU SO YOU'LL TURN HIM IN.

AFTER ALL,
I AM NOTHING
MORE THAN A
CONVICTED FELON,
RIGHT?

NO, CAT--
WAIT-- I
KNOW HOW--

CAT...

SHE HAS
EVERY
RIGHT TO
FEEL
HURT.

MAD I
MUST BE?
I DOUBT
IT.

HERE'S THE
INFO WE DUG UP ON
THE KASATANOV'S
CHOKE ON IT!

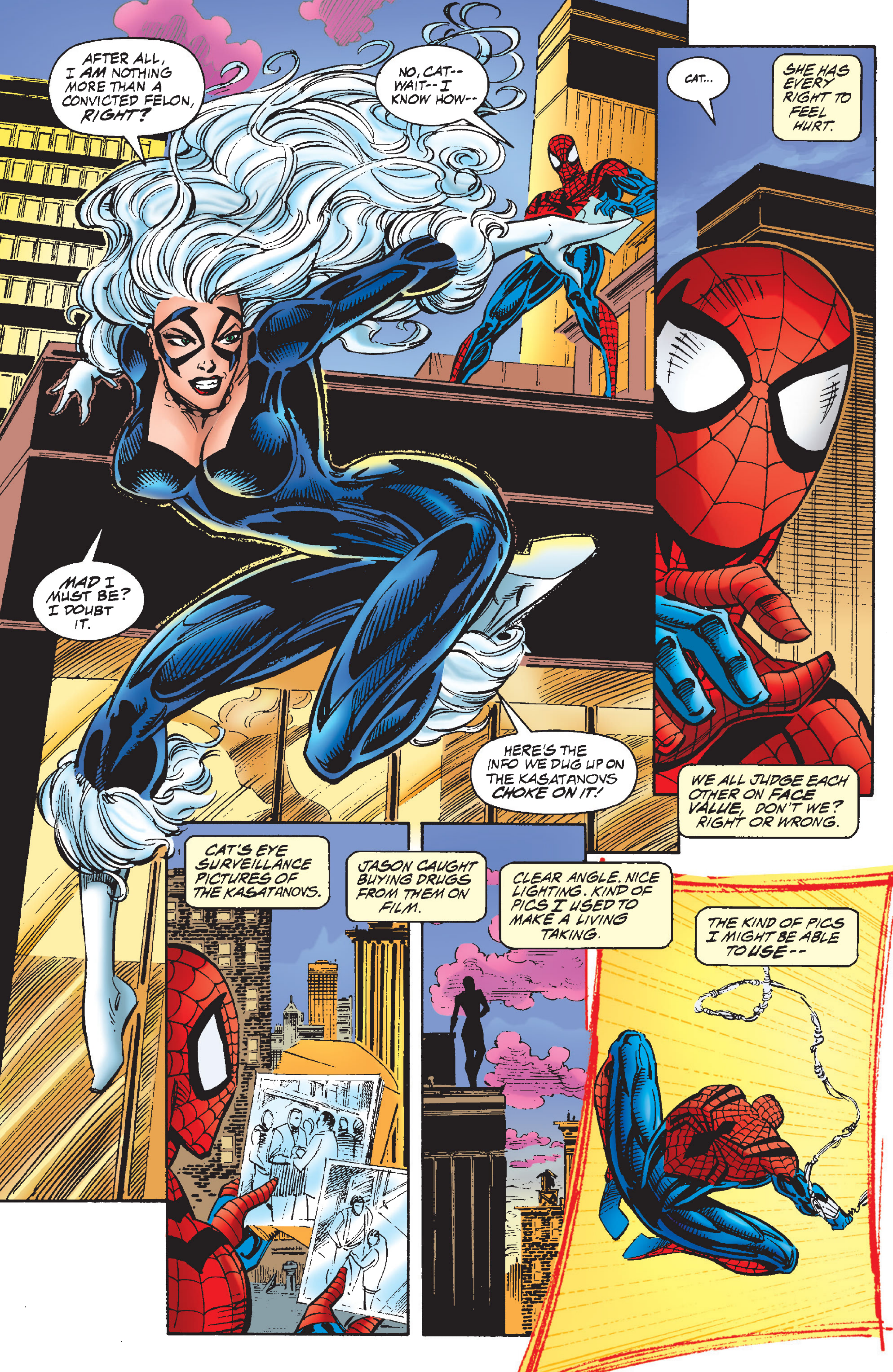
WE ALL JUDGE EACH
OTHER ON FACE
VALUE, DON'T WE?
RIGHT OR WRONG.

CAT'S EYE
SURVEILLANCE
PICTURES OF
THE KASATANOV'S.

JASON CAUGHT
BUYING DRUGS
FROM THEM ON
FILM.

CLEAR ANGLE. NICE
LIGHTING. KIND OF
PICS I USED TO
MAKE A LIVING
TAKING.

THE KIND OF PICS
I MIGHT BE ABLE
TO USE--



--TO NAIL JASON
AND CLEAR FELICIA'S
NAME ALL AT ONCE...

LET'S JUST
HOPE THE DORK
IS AT WORK
ALREADY...

YOU
HAVE TO
HANG BACK,
ELLIS.

YOU WERE
ONLY GIVEN
A RIDE TO
THIS
BUST--

--BECAUSE SPIDEY
GAVE YOU THE
EVIDENCE WE
NEEDED TO SECURE
A SEARCH
WARRANT.

NOK
NOK

CELLANOS.
MURPHY.
HOMICIDE.

HOW
CAN I
HELP
YOU?

THANK
YOU FOR NOT
RINGING THAT
DREADFUL BELL,
DETECTIVE.

BY TAKING OFF THE
MASK AND SHOWING
US THE REAL YOU,
JASON.

BY ADMITTING YOU
HIRED SOMEONE TO
IMPERSONATE
FELICIA HARDY TO
MURDER YOUR
MOTHER!

COME
CLEAN,
JASE--

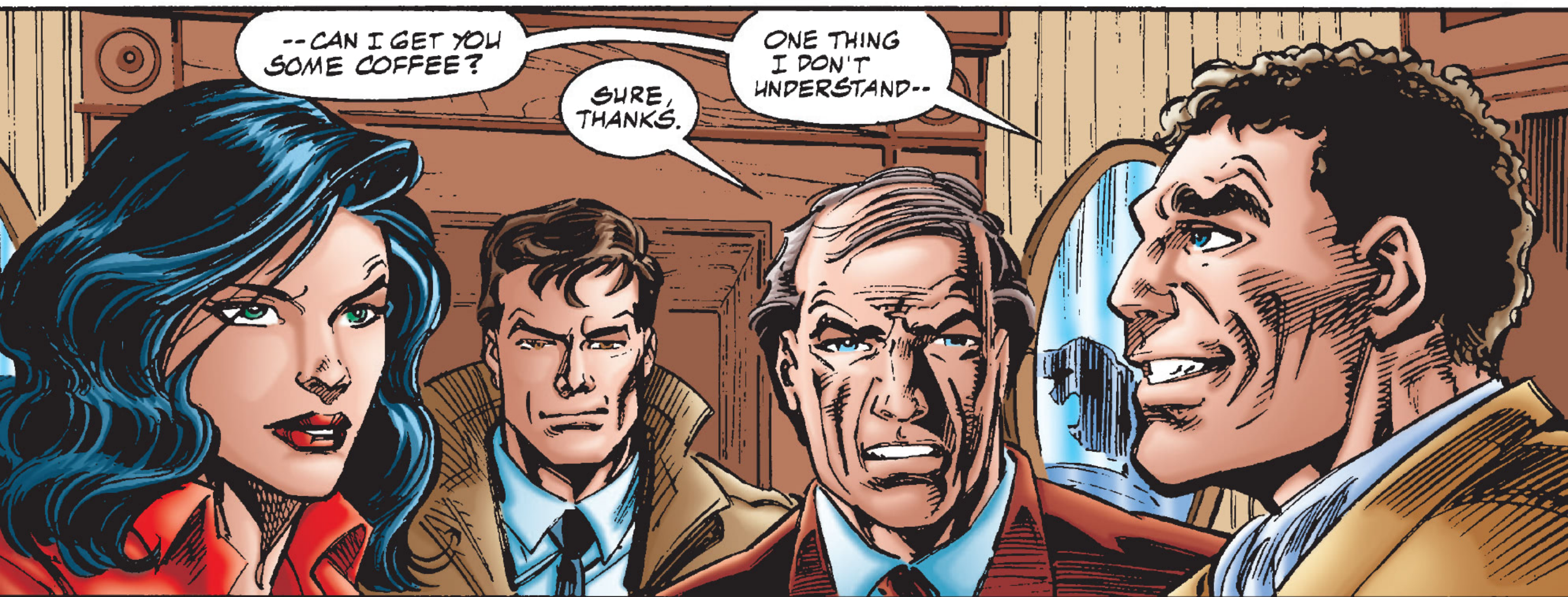
--SO THAT
I CAN STOP
FEELING--

--THE WEIGHT OF
EVERYONE'S
EXPECTATIONS
ON MY BACK.

AND SO THAT
YOUR MOTHER
CAN REST IN
PEACE.

AND SO THAT A
BEAUTIFUL YOUNG
WOMAN CAN HAVE
SOME OF HER LOST
FAITH RESTORED.

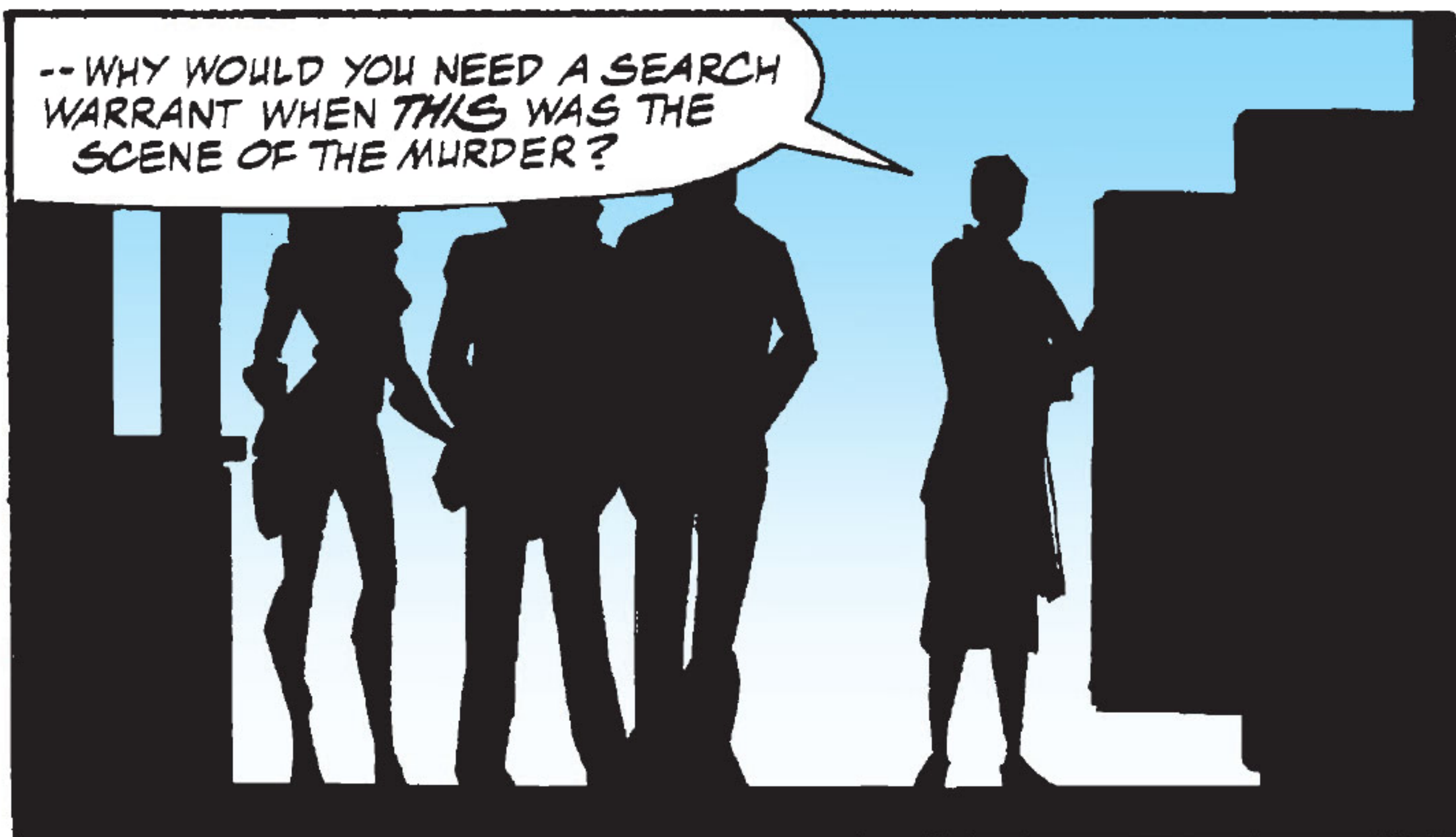
WHILE A CERTAIN FRIENDLY,
NEIGHBORHOOD SPIDER-MAN
LOSES ANOTHER PIECE OF
HIS OWN...



-- CAN I GET YOU SOME COFFEE?

SURE, THANKS.

ONE THING I DON'T UNDERSTAND--



-- WHY WOULD YOU NEED A SEARCH WARRANT WHEN *THIS* WAS THE SCENE OF THE MURDER?



WELL, IT'S A PROTOCOL THING.



THE D.A.'S OFFICE ALWAYS WANTS US TO COVER OUR BUTTS WHEN WE SEARCH FOR EVIDENCE.

EVIDENCE?

WELL, SOME... INTERESTING... THINGS HAVE COME UP...

...REGARDING YOUR INHERITANCE--

--AND SOME OF YOUR OUTSTANDING DEBTS...

THE PLACE IS A TOTAL MESS ONCE YOU GET INTO IT.



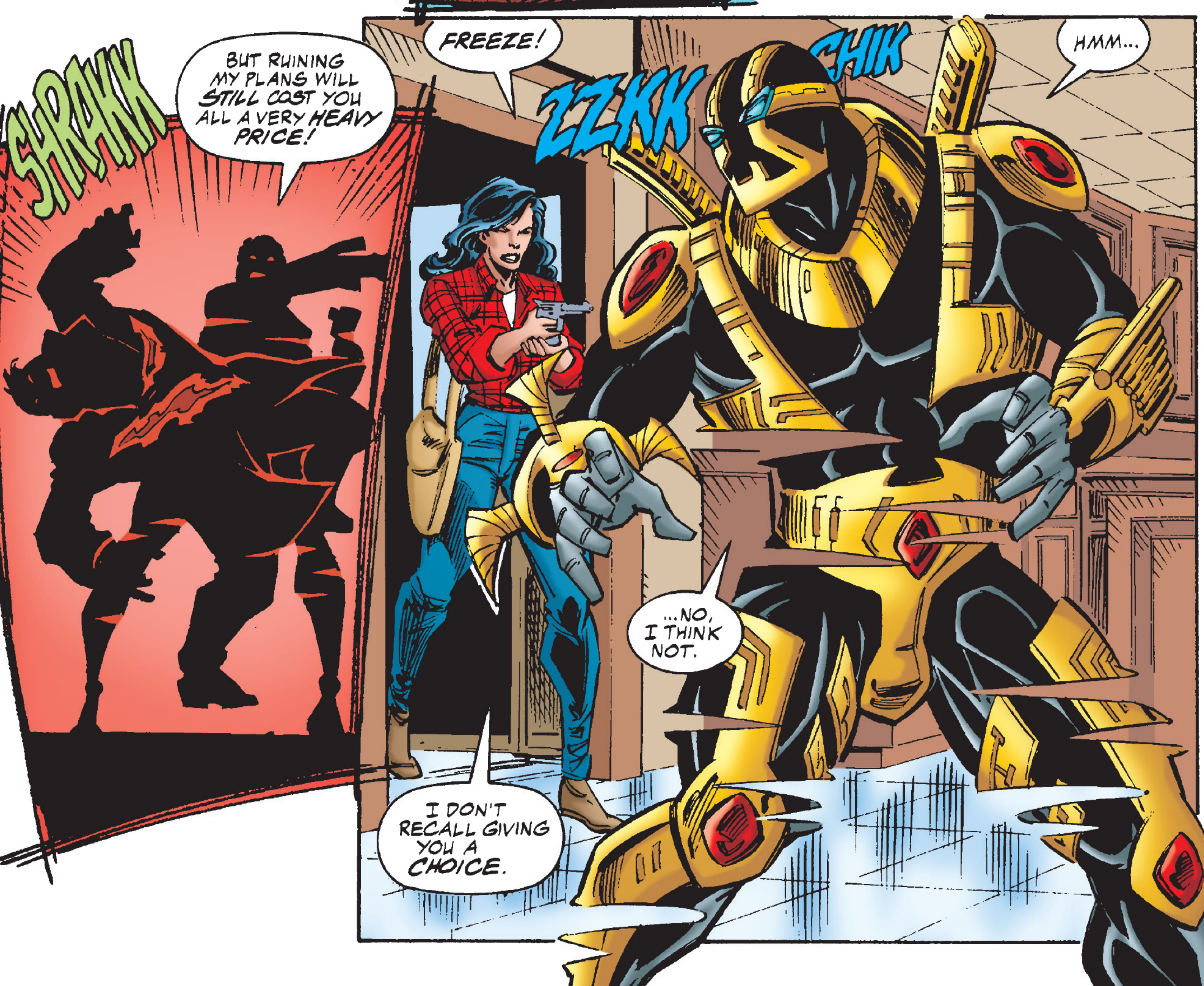
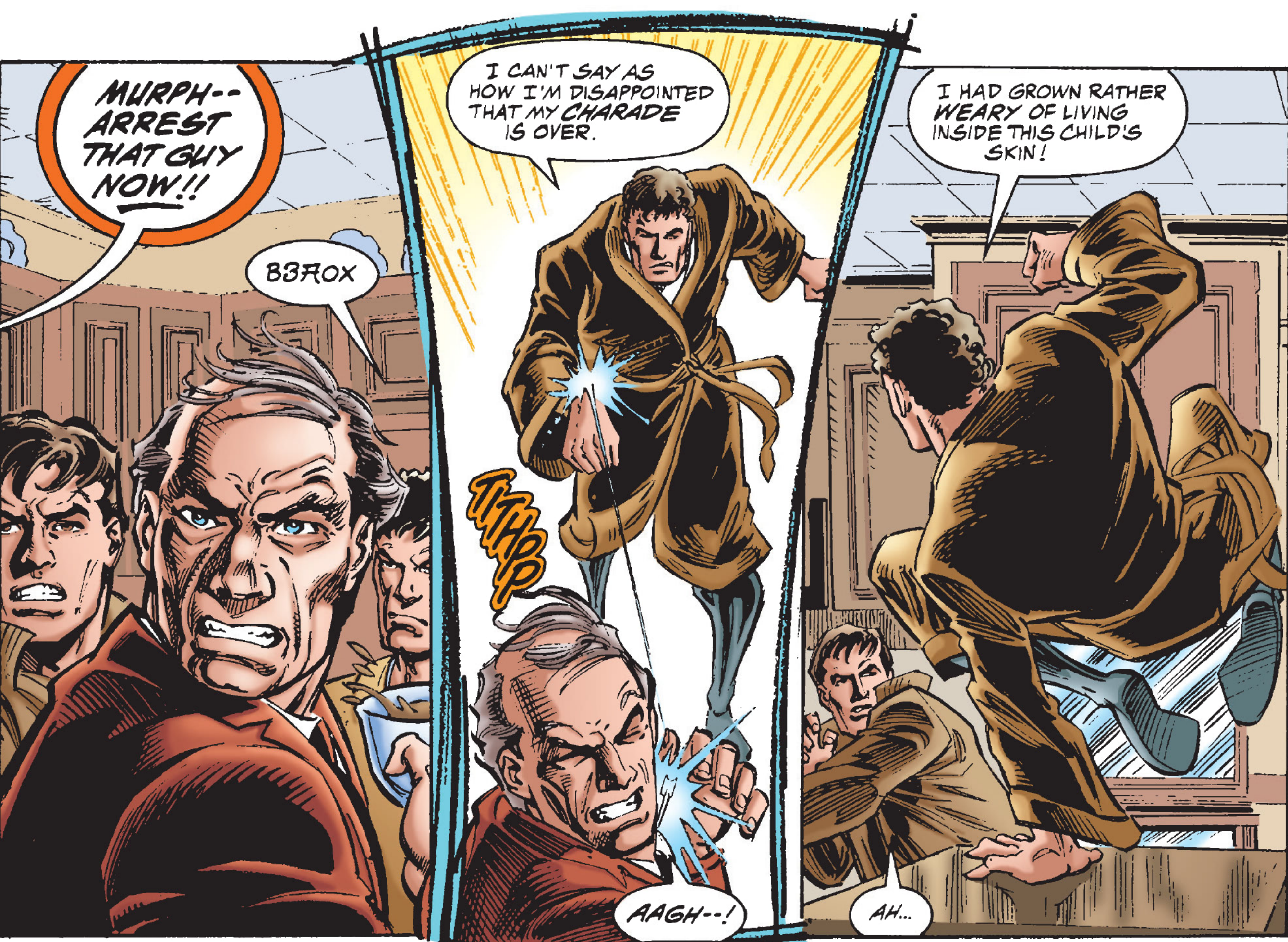
LIKE KEEPING THE MAIN ENTRANCE CLEAN IS JUST A... COVER--FOR WHAT?

DISCARDED SYRINGES?

BUT HAVERSHAW'S ARMS WERE CLEAN.

SHOOTING BETWEEN HIS TOES? NO.

FOLLOW THE GARBAGE, MARCELLA. LIKE A TRAIL...



PRAPPAPRAPPA

GUNFIRE?!

DID THEY SHOOT JASON?!

OR--COULD HE HAVE FIRED ON TWO COPS?

ONLY ONE WAY TO FIND OUT..

NNMMFF

SORRY, MURPH, FOR REMOVING THIS **NEURO-DART** SO QUICKLY.

BUT, ON YOU, THAT'S PROBABLY AN IMPROVEMENT.

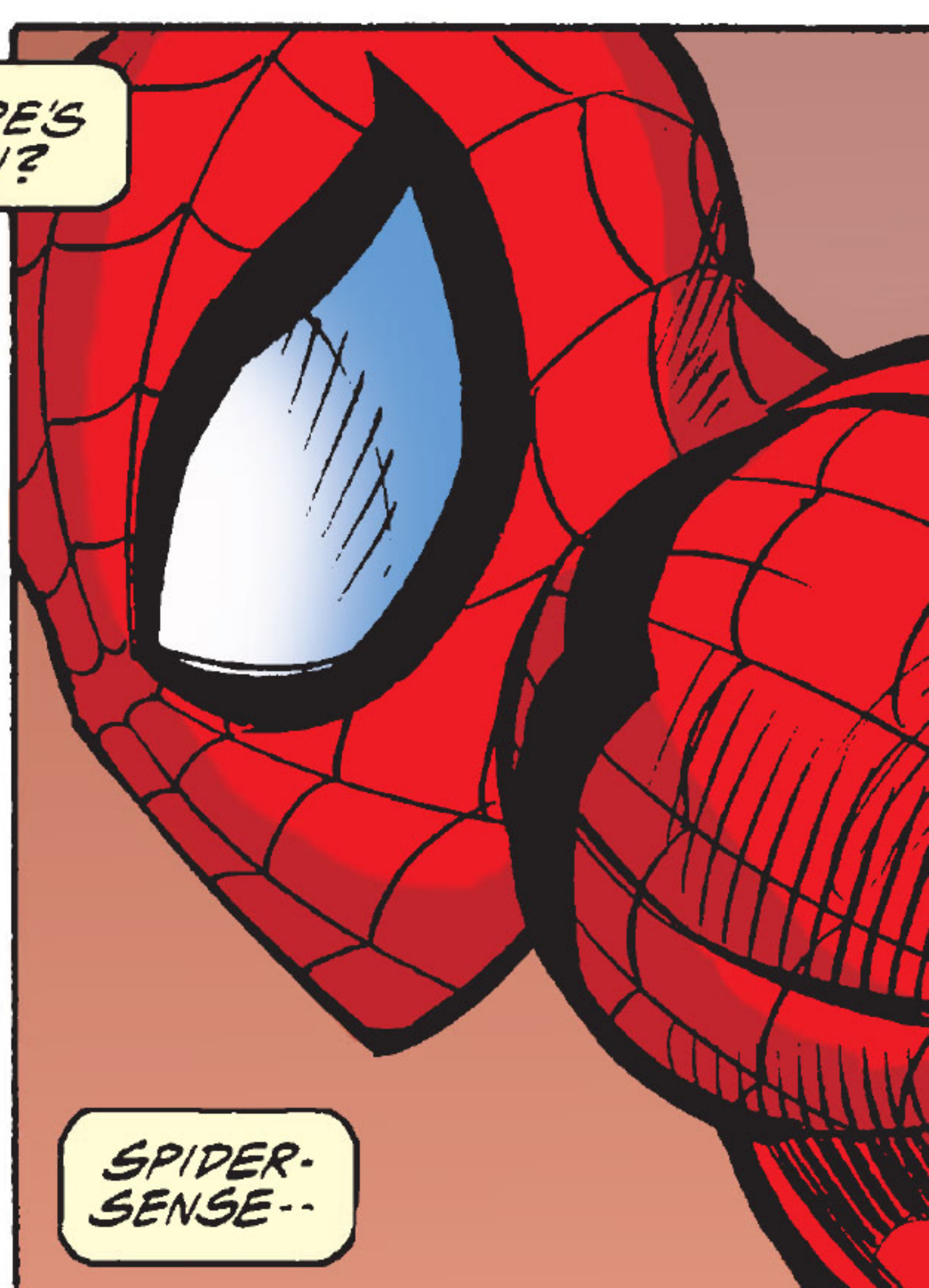
YOUR NECK IS GOING TO BE A RATHER ACHING ENCUMBRANCE BETWEEN HEAD AND SHOULDERS FOR QUITE A WHILE.

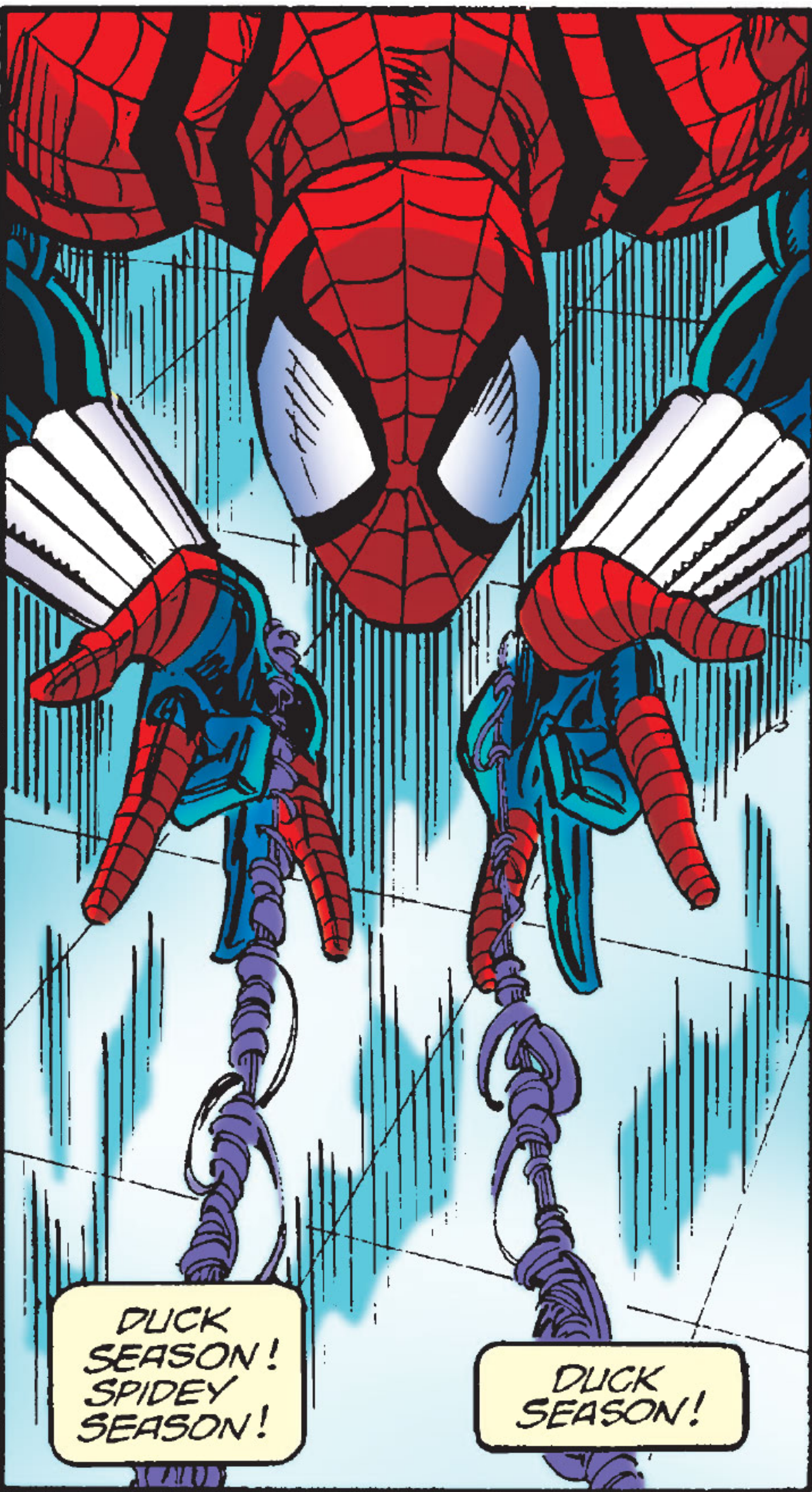
LET ME JUST DOWNLOAD THE **RNA SEQUENCING** INTO MY **IMAGING TERMINAL**...

...AND THE **HOLO-GRAPHIC PROJECTORS** TURN ME INTO A **DONUT-EATING FLATFOOT** IN NO TIME AT ALL!

OOOH, SORRY TO HEAR ABOUT YOUR SON, MURPH. MUST BE TOUGH FOR A "MAN'S MAN" LIKE YOU TO DEAL WITH THAT, HUH?

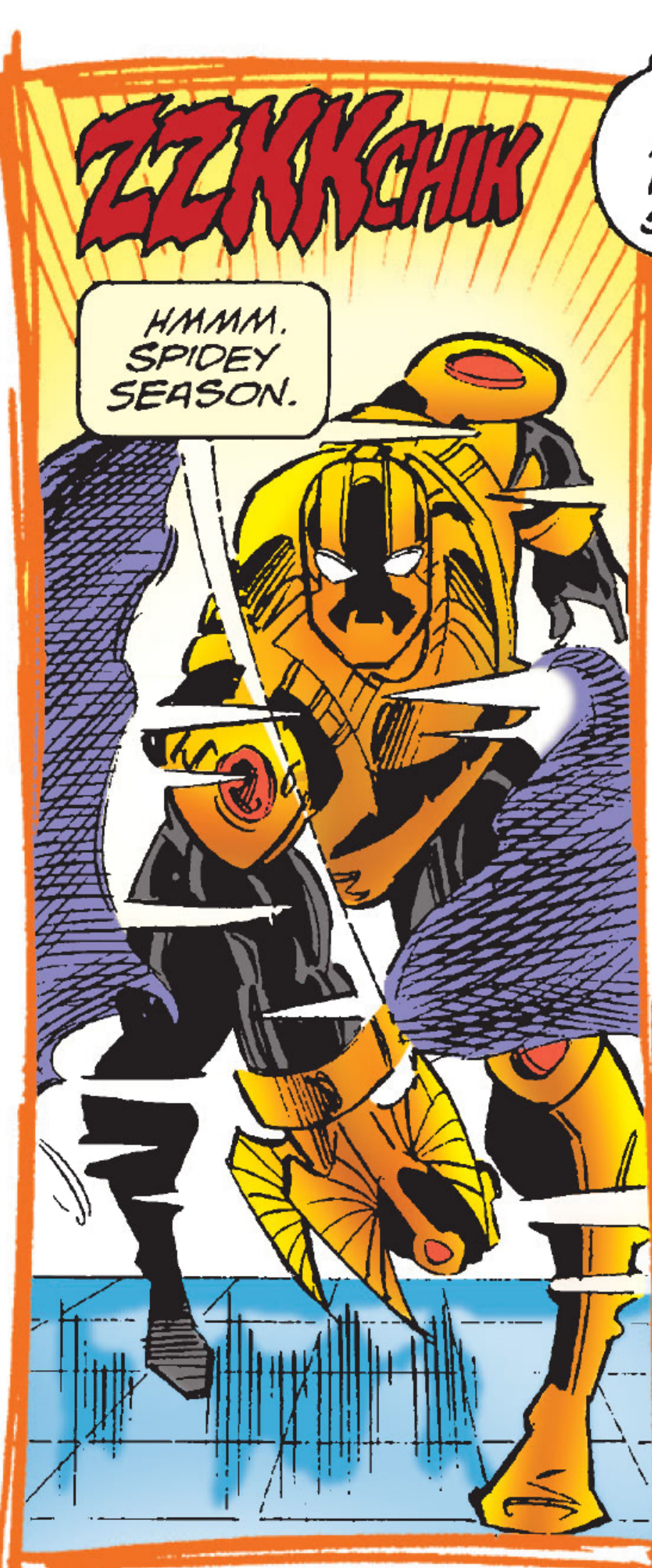
ZZKCHK



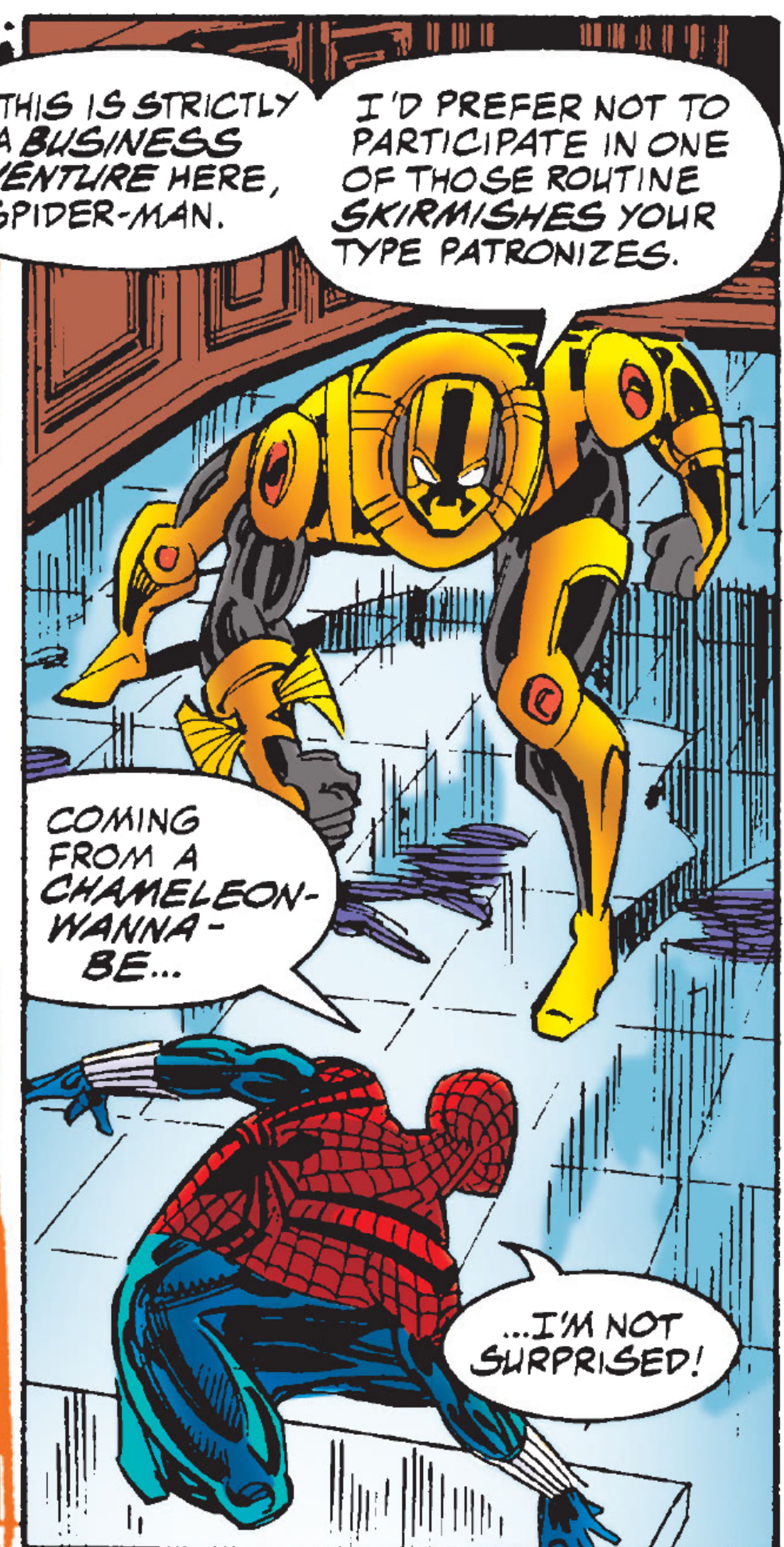


DUCK
SEASON!
SPIDEY
SEASON!

DUCK
SEASON!



HMMM.
SPIDEY
SEASON.

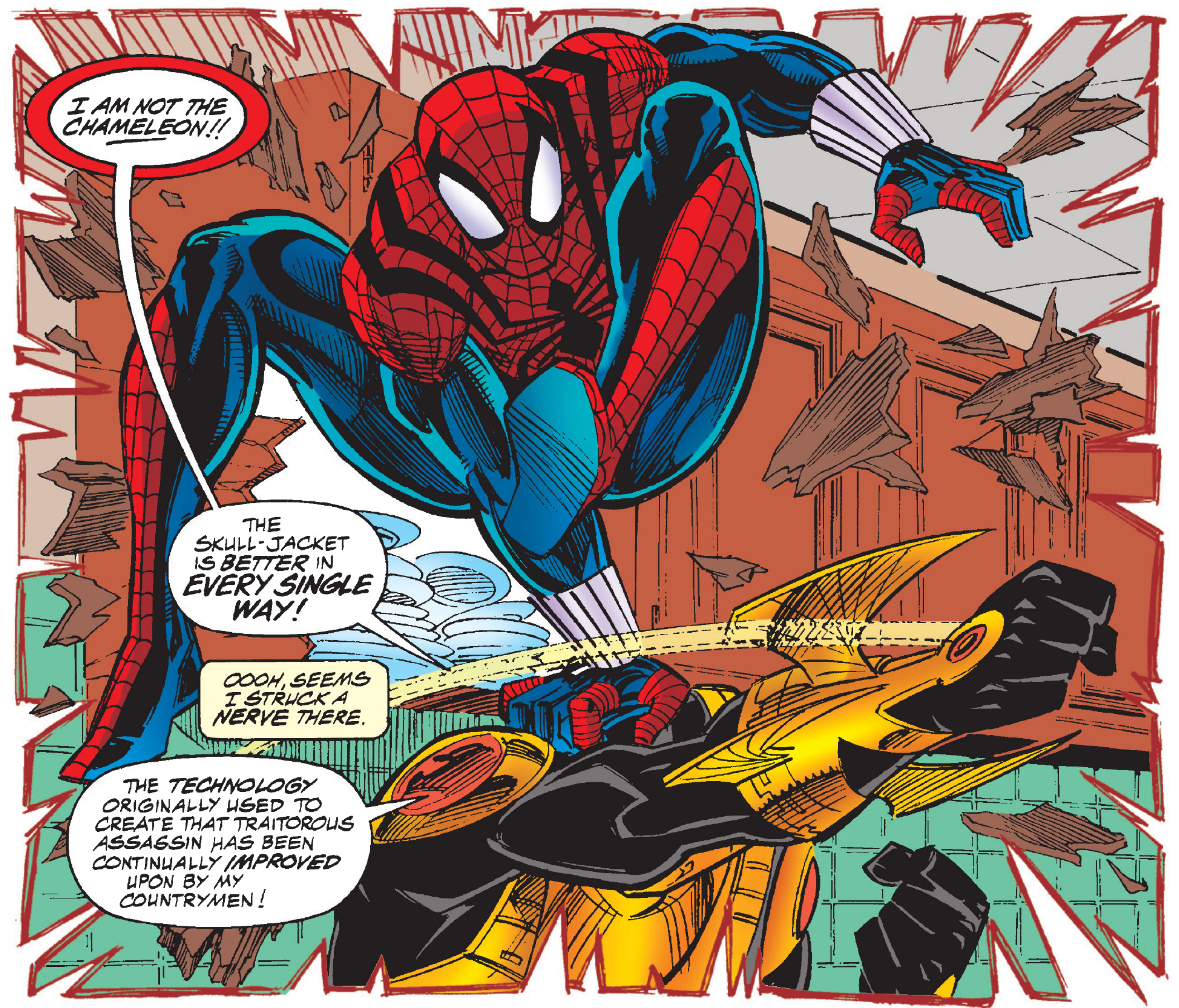


THIS IS STRICTLY
A BUSINESS
VENTURE HERE,
SPIDER-MAN.

I'D PREFER NOT TO
PARTICIPATE IN ONE
OF THOSE ROUTINE
SKIRMISHES YOUR
TYPE PATRONIZES.

COMING
FROM A
CHAMELEON-
WANNA-
BE...

...I'M NOT
SURPRISED!



I AM NOT THE
CHAMELEON!!

THE
SKULL-JACKET
IS BETTER IN
EVERY SINGLE
WAY!

OOOH, SEEMS
I STRUCK A
NERVE THERE.

THE TECHNOLOGY
ORIGINALLY USED TO
CREATE THAT TRAITOROUS
ASSASSIN HAS BEEN
CONTINUALLY IMPROVED
UPON BY MY
COUNTRYMEN!

MAYBE
SO.

THOUGH I'D LOOOVE
TO SIT AROUND LISTENING
TO YOUR "I'M-SURE-IT'S-
REALLY-INTERESTING"
ORIGIN STORY--

--Y'KNOW HOW IT IS...
THINGS TO DO PLACES-
TO BE PEOPLE TO SEE.

SORRY IF I
OFFENDED YOU
BEFORE BY
COMPARING YOU
TO OL' NO-FACE--

KRAKOW

--BUT I'M SURE
YOU WON'T MIND
IF YOU DO SHARE
ONE THING IN
COMMON WITH
HIM--

--A
GLASS
JAW!

WELL,
THAT WAS
SURPRISINGLY
ANTI-
CLIMACTIC.

THESE DARTS
SURE ARE
INTERESTING.

EXPLAINS THE
NECK-ACHES
GOING AROUND.

DRAW A TARGET'S BLOOD
AND DOWNLOADS RNA MEMORY
CELLS INTO A PROCESSING
TERMINAL ON THIS DUDE'S
EQUIPMENT?

WOW, THE KGB MUST'VE BEEN
BUSY BEAVERS BEFORE THE
SOVIET COLLAPSE.

ELLIS. PROUST.
MURPHY. FELICIA...

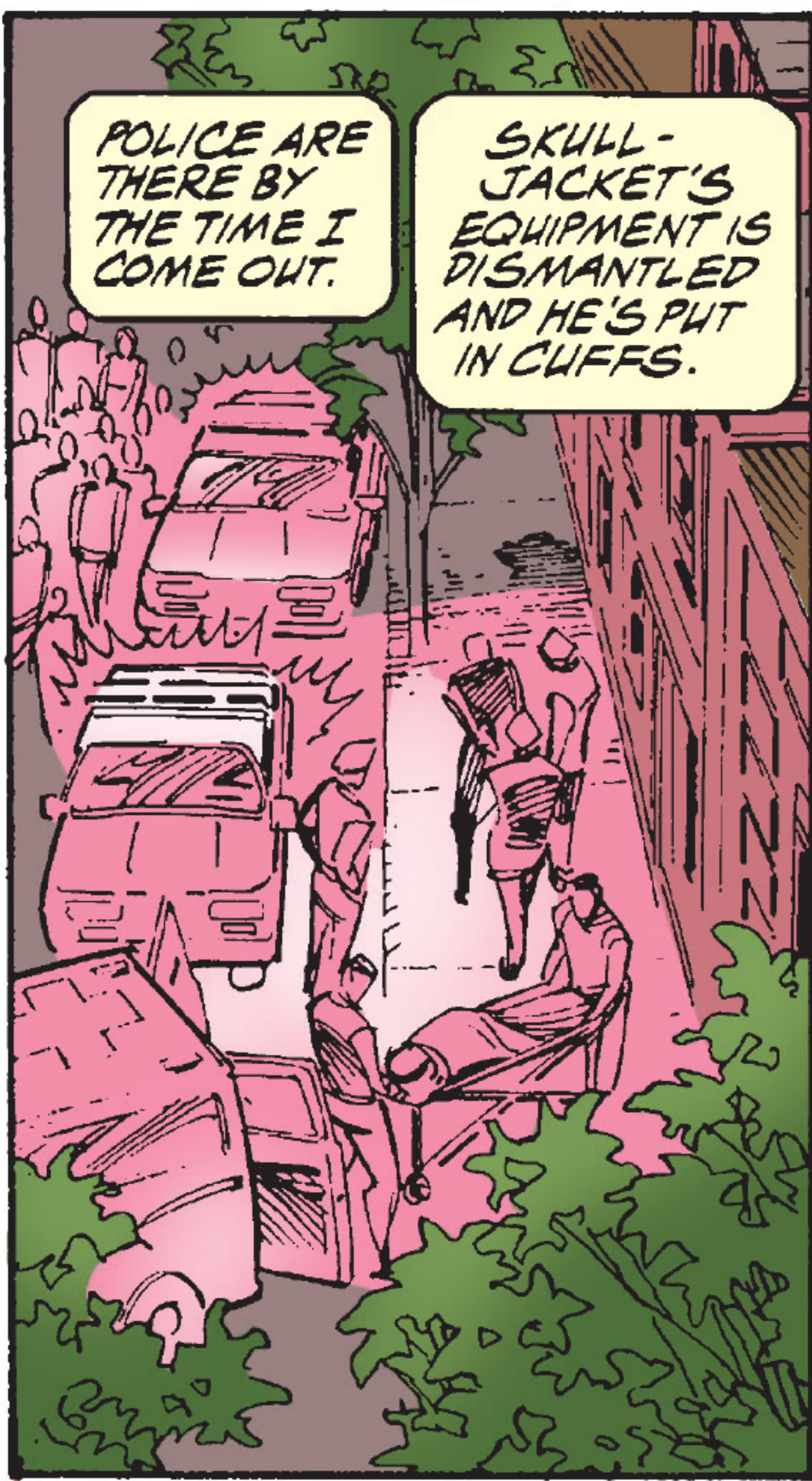
...HE IMPERSONATED
ALL OF THEM...

...WHICH
MEANS...

...JASON
HAVERSHAW
WAS ACTUALLY
SKULL-
JACKET ALL
ALONG!

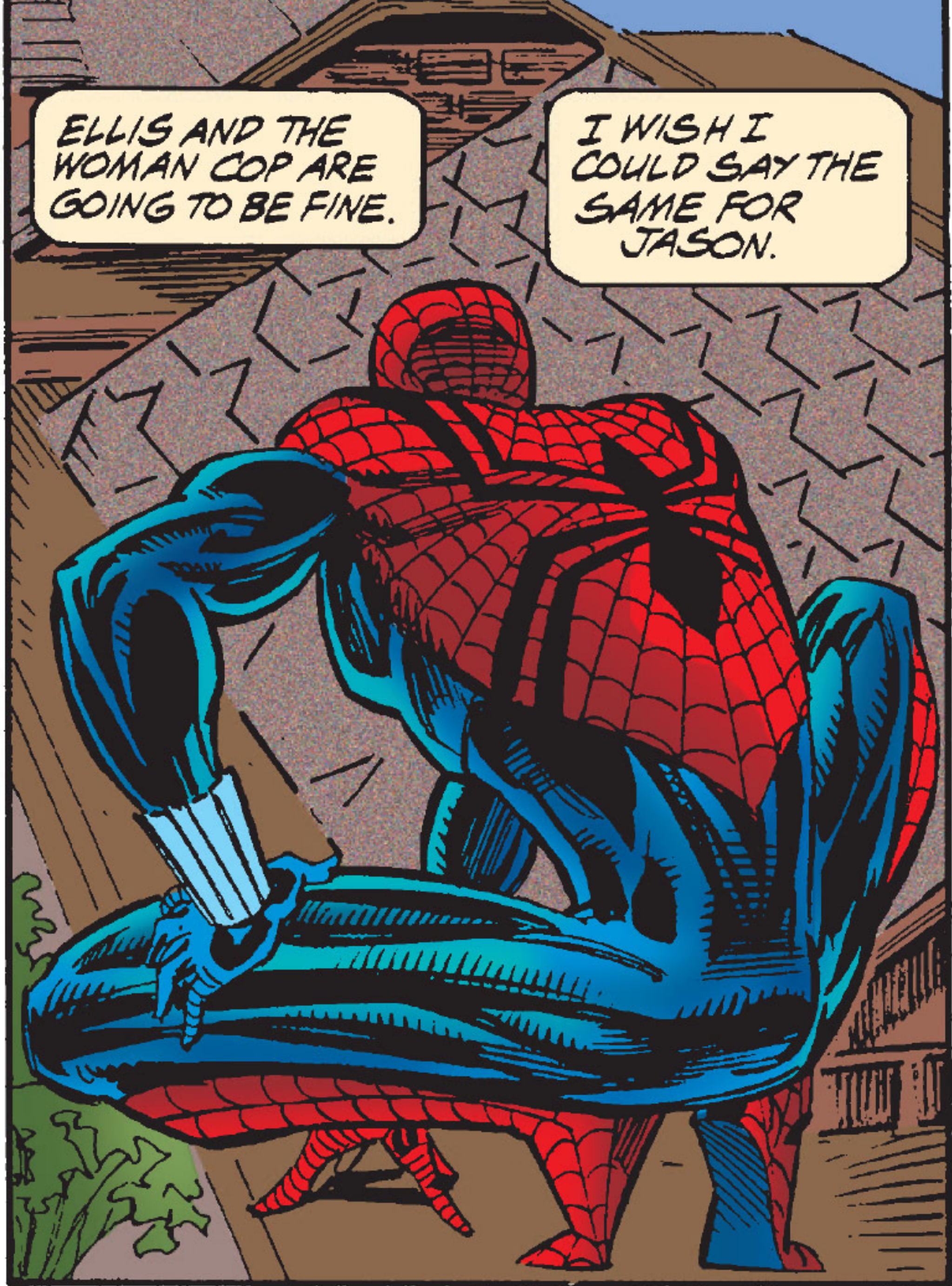
I'M SORRY...
MOMMY...
I'M SORRY...

A PART OF ME
ALMOST WISHES
IT HAD BEEN THE
REAL JASON.



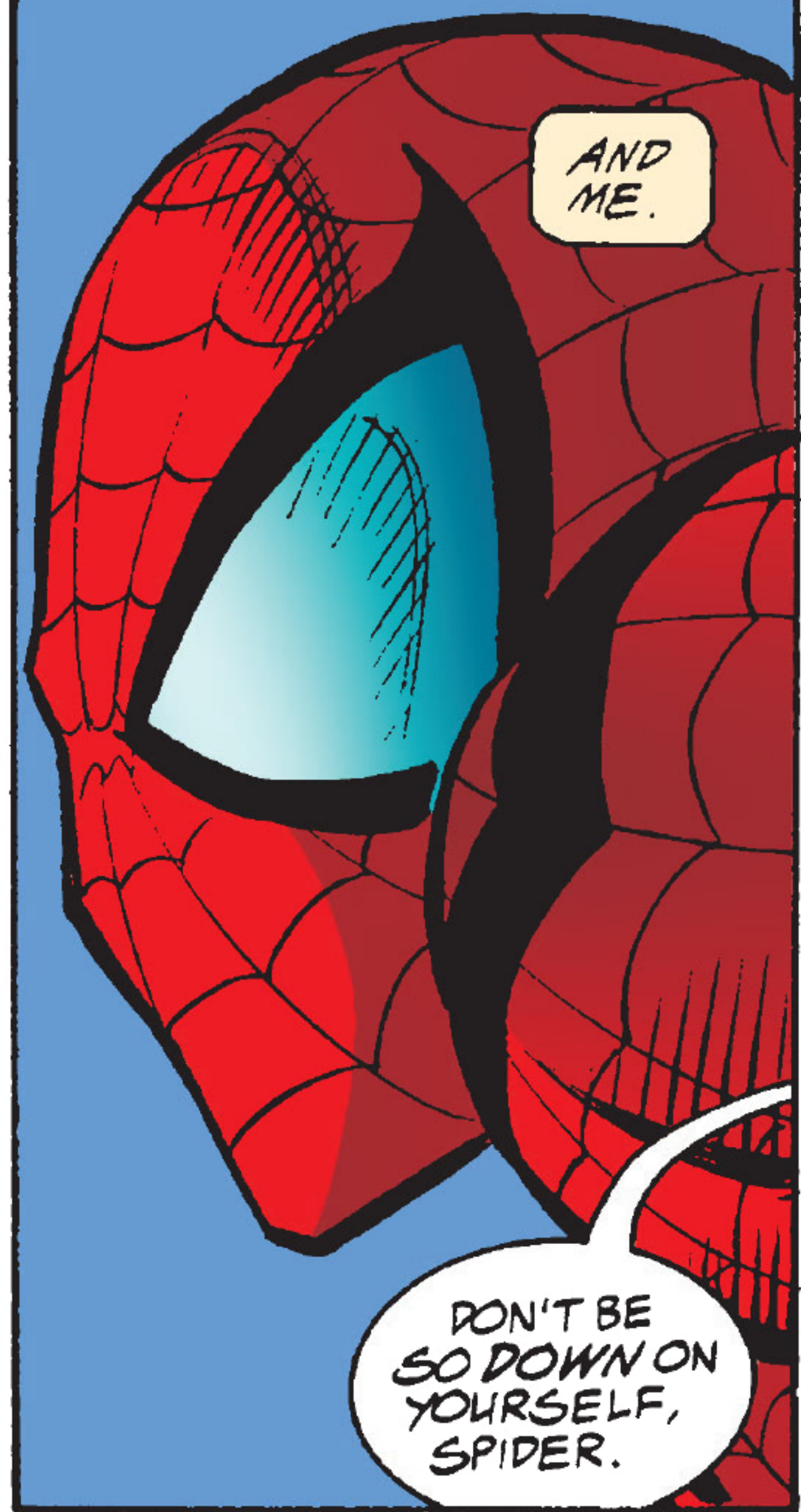
POLICE ARE THERE BY THE TIME I COME OUT.

SKULL-JACKET'S EQUIPMENT IS DISMANTLED AND HE'S PUT IN CUFFS.



ELLIS AND THE WOMAN COP ARE GOING TO BE FINE.

I WISH I COULD SAY THE SAME FOR JASON.



AND ME.

DON'T BE SO DOWN ON YOURSELF, SPIDER.



LOOK AT THE BRIGHT SIDE--YOU DON'T HAVE TO WORRY ABOUT *MOI* STARRING IN ARYKER'S ISLAND SEQUEL TO "CHAINED HEAT."

(I'M TOO BUMMED TO EVEN FANTASIZE ABOUT IT.)



I DIDN'T MAKE A DIFFERENCE, CAT.

YEARS AGO... I THOUGHT I'D *HELPED* JASON GET BETTER--

--BUT I WAS KIDDING MYSELF. THEN AND NOW.

SOME PEOPLE HAVE TO HELP *THEMSELVES*, SPIDER.

JASON WAS SO STRUNG-OUT-- SO IN-DEBT FOR DRUGS AND GAMBLING--

--THAT THE ONLY WAY HE COULD GET THE MONEY HE NEEDED WAS TO *INHERIT* IT FROM HIS MOM.

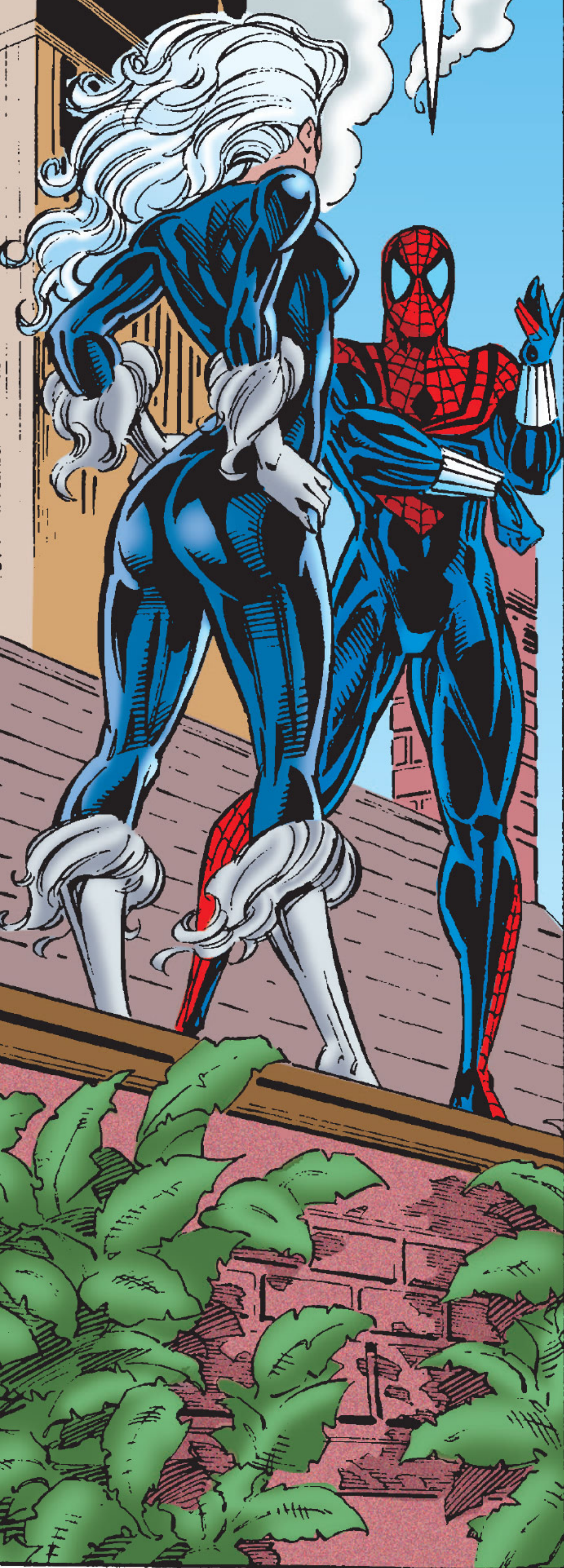
ANDREA BEING *STILL ALIVE* COMPLICATED THINGS, OF COURSE...

THE KASATANOV
BROUGHT IN
THEIR OWN
ASSASSIN.

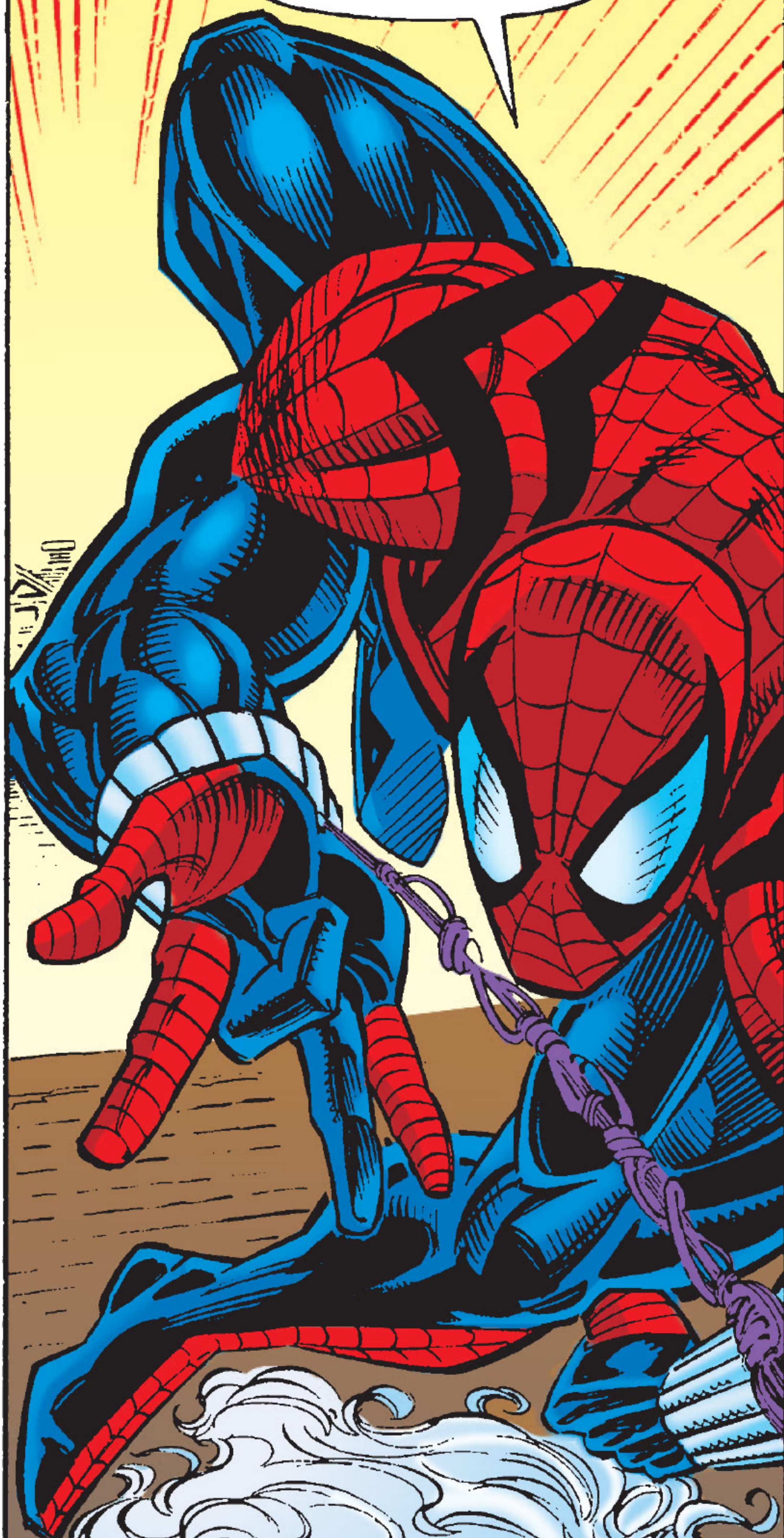
THEY FIGURED THAT
IF THEY PLAYED THE
GAME OUT LONG
ENOUGH, NOT ONLY
COULD THEY GET THE
MONEY JASON OWED
THEM--

--BUT THEY COULD
ALSO EMBEZZLE HER
ENTIRE ESTATE!

AND IT WAS IN
SKULL-JACKET'S
BEST INTERESTS TO
DEFLECT ATTENTION
AWAY FROM JASON
FOR AS LONG AS
POSSIBLE?



KEEP THE HEAT
AWAY FROM THE TRUTH
UNTIL THE WILL WAS
READ AND THE MONEY
DISBURSED, RIGHT?



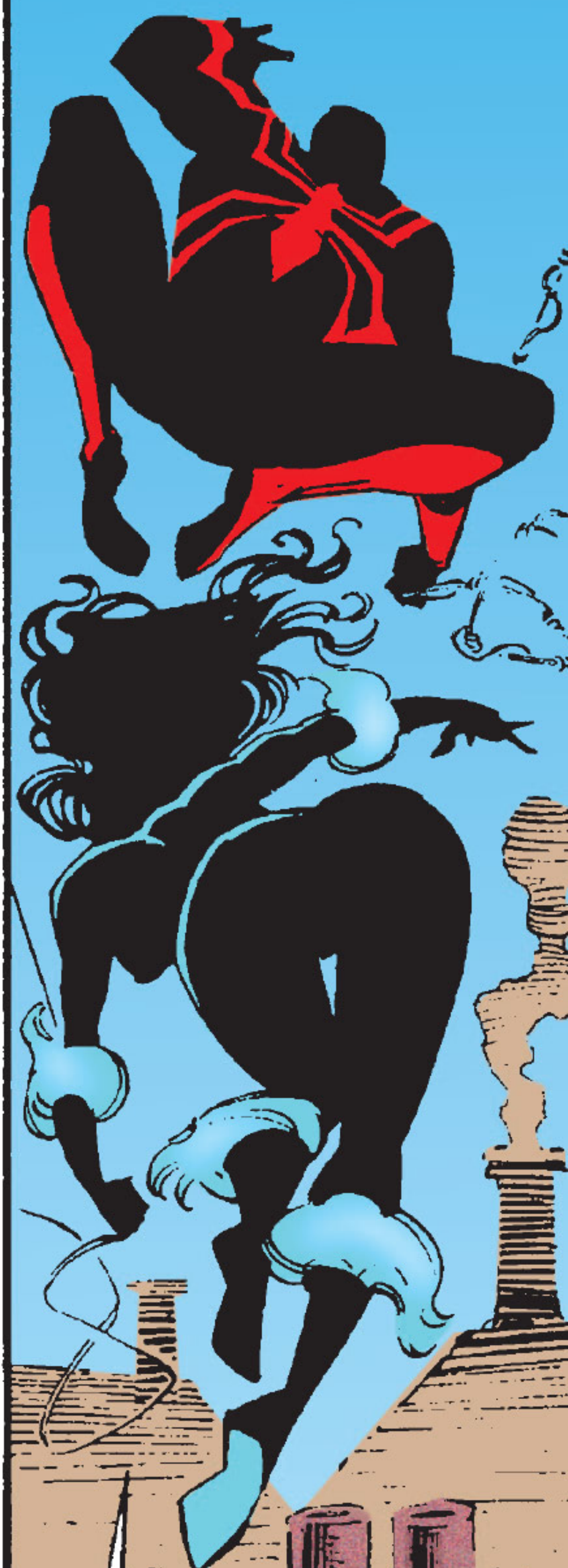
THAT'S WHY
SKULL-JACKET
IMPERSONATED
ME, PAUL, THAT
REPORTER--JUST
TO KEEP EVERY-
ONE SCRAMBLING
AROUND.



AND LETTING ME
SEE THE JASON
I WISHED WERE
THE REAL ONE.

PUTTING ON A
SMILING MASK
FOR ALL THE
WORLD TO SEE.

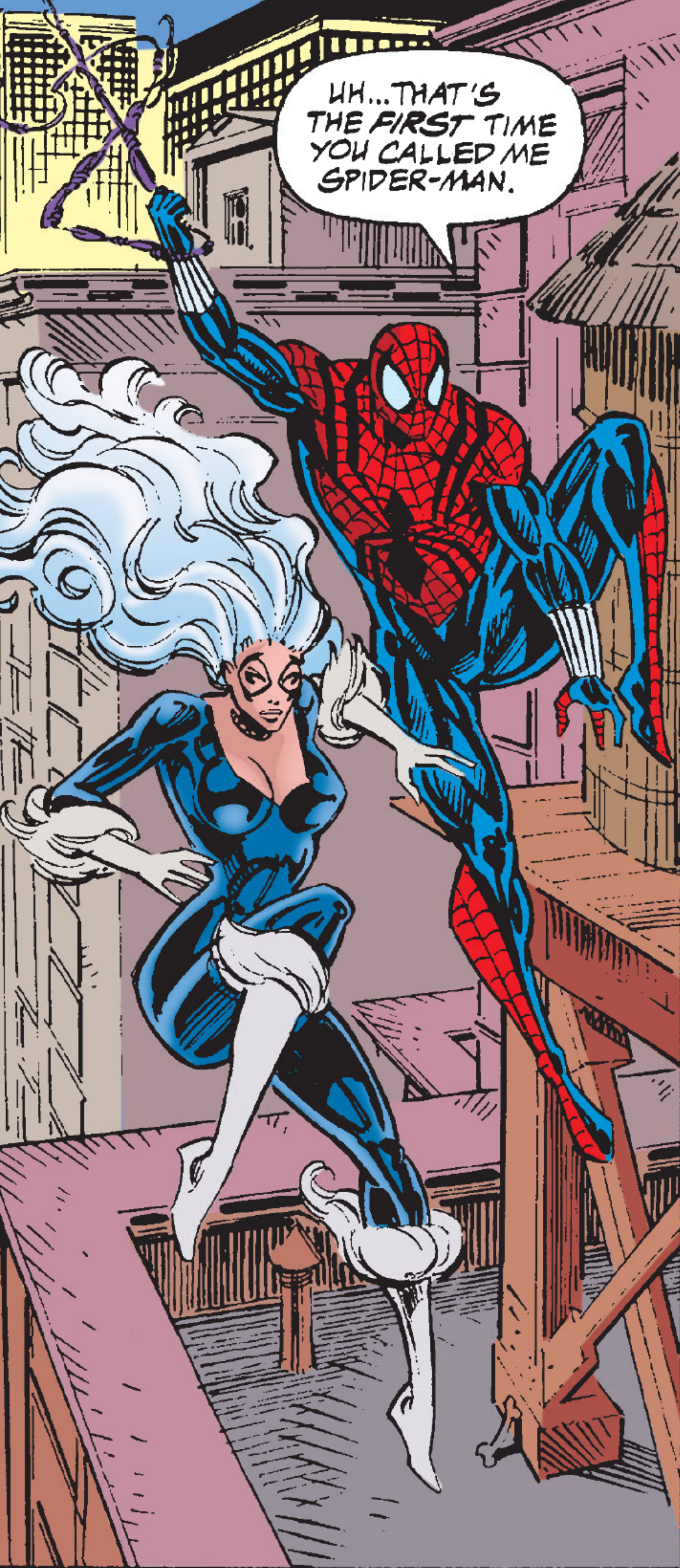
THE MASK I
WANTED
TO SEE.



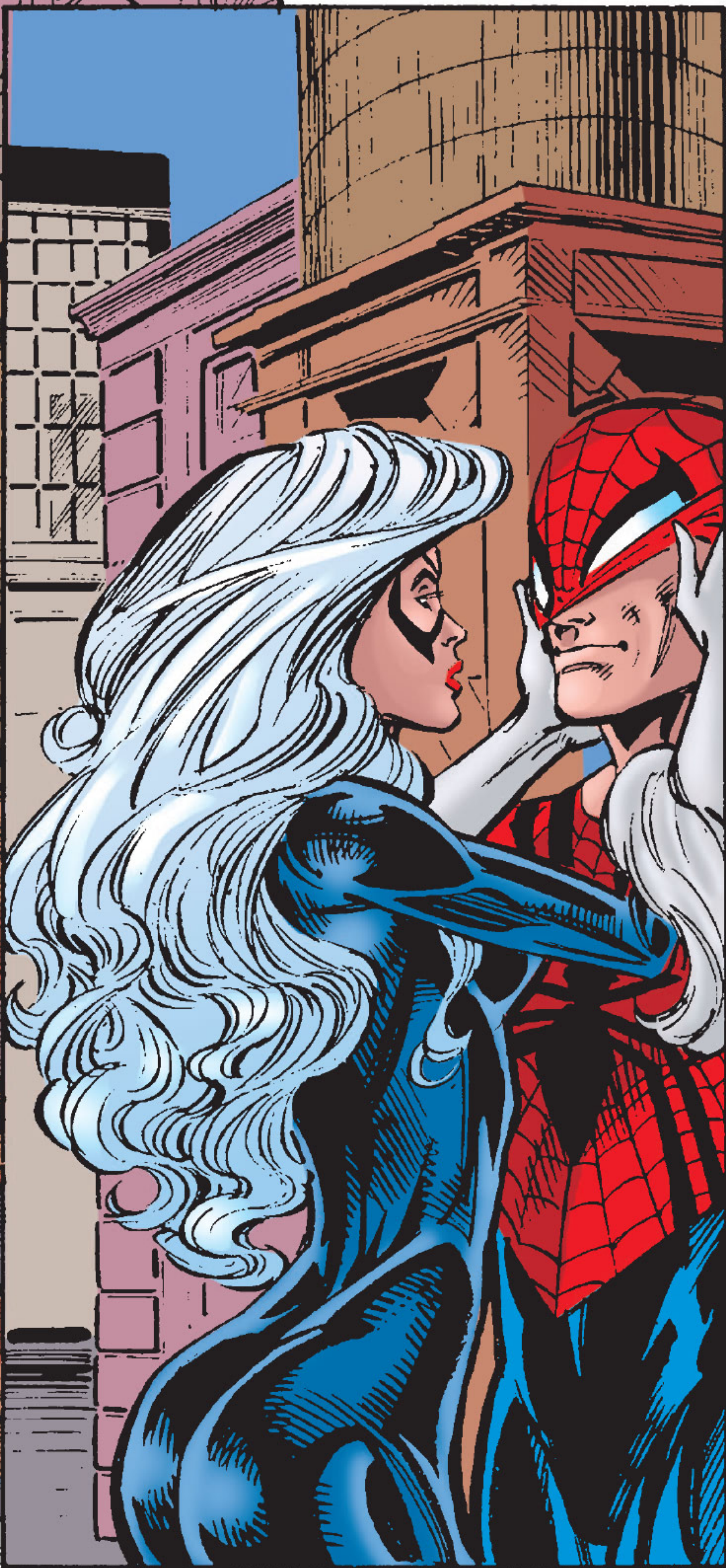
THE ONLY THING
NO ONE COUNTED
ON WAS RUNNING
UP AGAINST ONE
MAN WITH AS
STRONG A
SENSE OF
RESPONSIBILITY...

...AS
SPIDER-MAN
HAS.

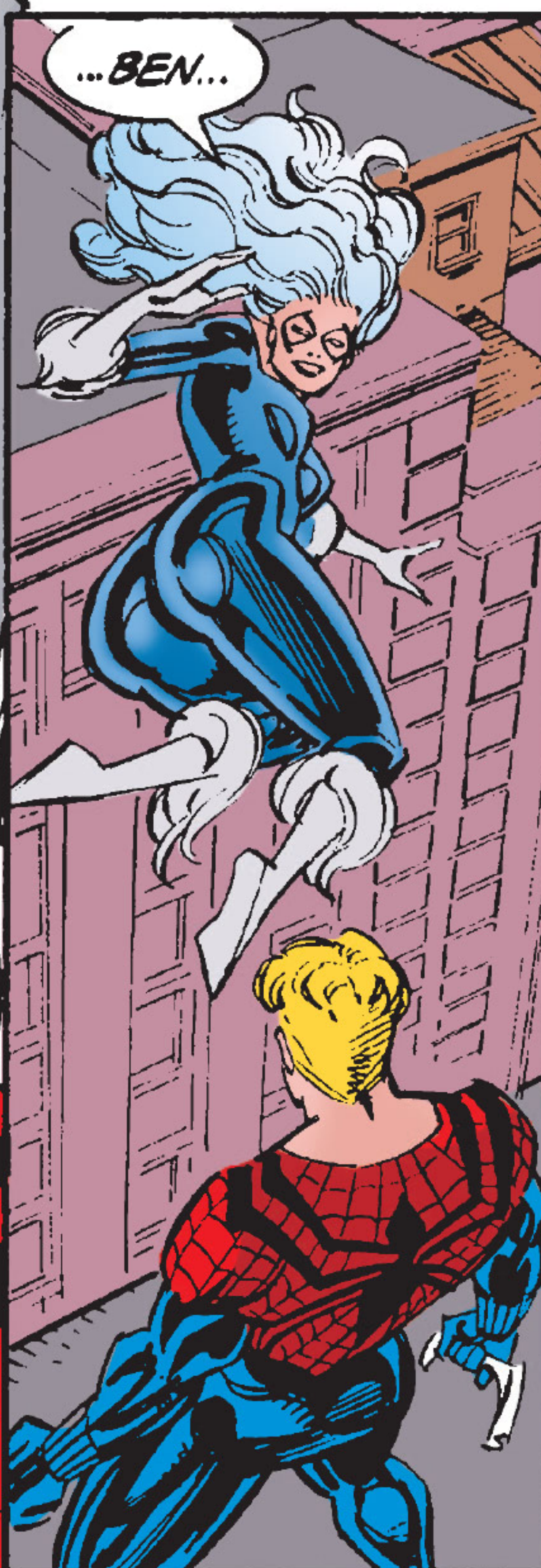
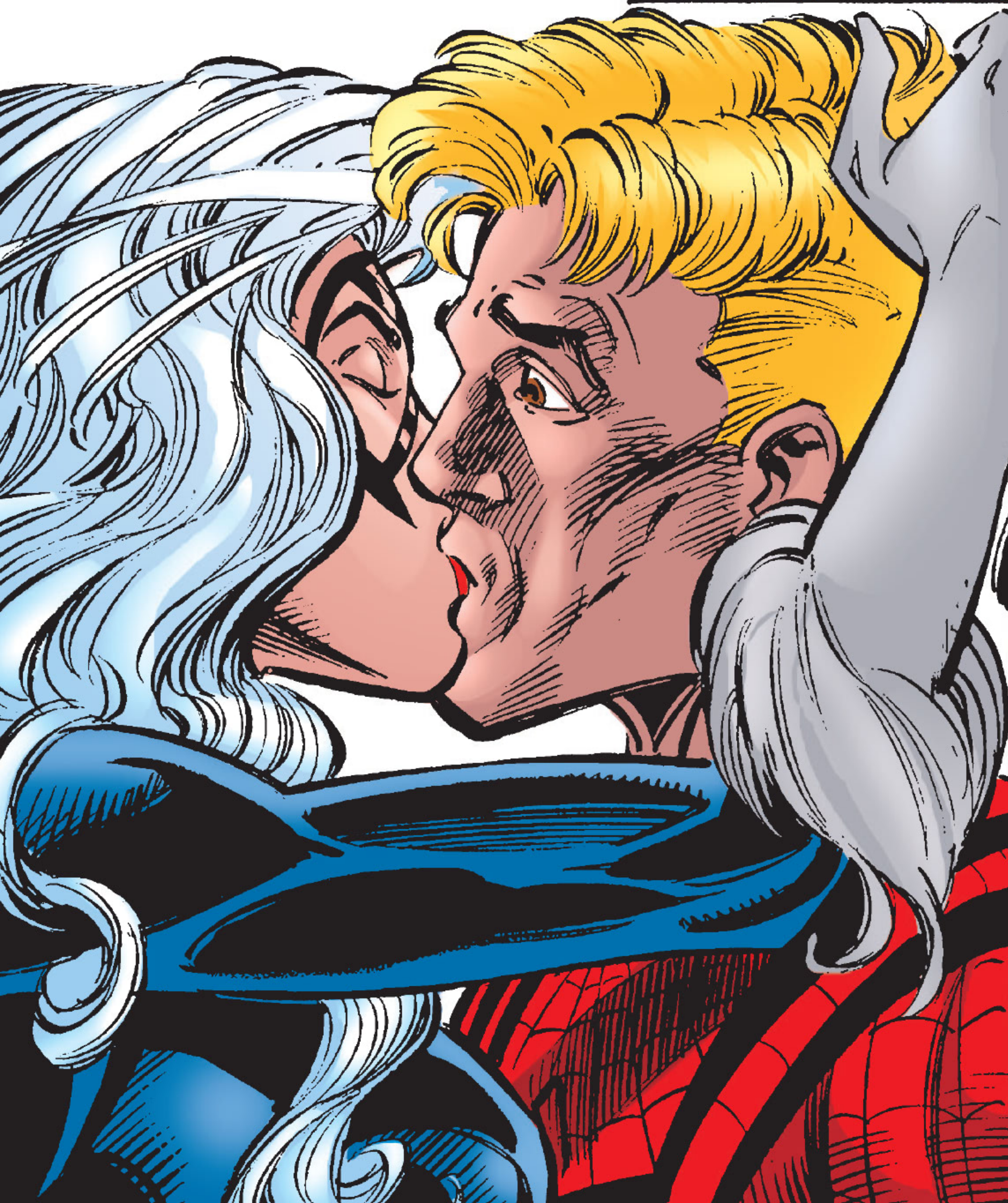
?



UH...THAT'S THE FIRST TIME YOU CALLED ME SPIDER-MAN.



BECAUSE THAT'S THE FIRST TIME I BELIEVED IT WAS TRUE...



...BEN...

SPIDER-MAN.
BEN REILLY.
PETER PARKER.
HERO.

FELICIA HARDY.
BLACK CAT.
CRIMINAL.

WHAT HAPPENS...
WHEN YOU CAN'T
TELL WHICH IS
WHICH...

...AND THE
MASK BECOMES...

... THE
REAL YOU?



End